

CRESCENT REAL ESTATE EQUITIES CO

Form 4

August 21, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WORRELL TERRY N

2. Issuer Name **and** Ticker or Trading
Symbol
**CRESCENT REAL ESTATE
EQUITIES CO [CEI]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
777 MAIN STREET, SUITE 2100
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2007

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

FORT WORTH, TX 76102

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	08/03/2007		D		50,000	D	\$ 22.8
					0		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.2399	08/03/2007		D		14,000 (5)		(1) 06/09/2012		Common Shares	14,000
Stock Option (Right to Buy)	\$ 16.45	08/03/2007		D		14,000 (5)		(2) 06/01/2013		Common Shares	14,000
Stock Option (Right to Buy)	\$ 16.36	08/03/2007		D		14,000 (5)		(3) 06/27/2014		Common Shares	14,000
Stock Option (Right to Buy)	\$ 18.65	08/03/2007		D		14,000 (5)		(4) 06/09/2015		Common Shares	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WORRELL TERRY N 777 MAIN STREET SUITE 2100 FORT WORTH, TX 76102	X			

Signatures

David M. Dean, as Attorney-in-Fact on behalf of Reporting Person 08/21/2007

____Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Annual Option grant to Independent Directors on June 10, 2002, pursuant to terms of Issuer's Third Amended and Restated 1995 Stock Incentive Plan; vest in 20% increments on first, second, third, fourth and fifth anniversary dates of grant.

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- (2) Annual Option grant to Independent Directors on June 2, 2003, pursuant to terms of Issuer's Third Amended and Restated 1995 Stock Incentive Plan; vest in 20% increments on first, second, third, fourth and fifth anniversary dates of grant.
- (3) Annual Option grant to Independent Directors on June 28, 2004, pursuant to terms of Issuer's Third Amended and Restated 1995 Stock Incentive Plan; vest in 20% increments on first, second, third, fourth and fifth anniversary dates of grant.
- (4) Annual Option grant to Independent Directors on June 10, 2005, pursuant to terms of Issuer's Third Amended and Restated 1995 Stock Incentive Plan; vest in 20% increments on first, second, third, fourth and fifth anniversary dates of grant.

- In connection with the Agreement and Plan of Merger, pursuant to which Crescent Real Estate Equities Company and Crescent Real Estate Equities Limited Partnership were acquired by affiliates of Morgan Stanley Real Estate on August 3, 2007, holders of Issuer's stock (including vested and unvested stock options granted by Issuer) received merger consideration of \$22.80 per Common Share.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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