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JONES LANG LASALLE INC  
Form 8-K  
December 03, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 3, 2004

JONES LANG LASALLE INCORPORATED

-----  
(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| Maryland  | 001-13145                   | 36-4150422                              |
| -----   | -----                       | -----                                   |
| (State or other juris-<br>diction of incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification<br>No.) |

|   |            |
|---|------------|
| 200 East Randolph Drive, Chicago, IL    | 60601      |
| -----                                   | -----      |
| (Address of principal executive office) | (Zip Code) |

Registrant's telephone number, including area code: (312) 782-5800

Not Applicable

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(Former name or former address, if changed since last report.)

Item 8.01. Other Events: Board of Directors to Put to a Vote of Shareholders at 2005 Annual Meeting an Amendment to the Company Charter to Declassify the Board of Directors

The Board of Directors of Jones Lang LaSalle Incorporated (the "Company") has determined that it will put to a vote of the shareholders of the Company at its 2005 Annual Meeting an amendment of the Company's Articles of Incorporation to declassify the Board of Directors. This would mean that each member of the Board of Directors would stand for election annually, rather than for three-year terms as is currently the case. The declassification would be done in a manner that does not affect the unexpired terms of the Directors who have been previously elected.

The Board of Directors has resolved to take this action after further consideration of the evolving perspectives and trends with respect to the declassification issue as a matter of corporate governance and in light of the vote of the Company's shareholders at its 2004 Annual Meeting, at which 75.6% of the votes cast (representing 59.6% of the total shares outstanding) were voted in favor of a shareholder proposal to declassify the Board of Directors. The amendment to eliminate the classification feature of the current Articles of Incorporation will require the approval of at least 80% of the total outstanding shares of the Company's Common Stock.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 3, 2004

JONES LANG LASALLE INCORPORATED

By: /s/ Lauralee E. Martin

Name: Lauralee E. Martin

Title: Executive Vice President and  
Chief Financial Officer

