

JONES LANG LASALLE INC

Form 5

February 07, 2002

FORM 5

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

() Form 3 Holdings Reported

() Form 4 Transactions Reported

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person

Margaret A. Kelly
c/o Jones Lang LaSalle Incorporated
200 East Randolph Drive
Chicago, IL 60601

2. Issuer Name and Ticker or Trading Symbol

Jones Lang LaSalle Incorporated, JLL

3. IRS IDENTIFICATION NUMBER OF REPORTING PERSON, IF AN ENTITY (VOLUNTARY)

4. Statement for Month/Year

2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)

- () DIRECTOR
() 10% OWNER
(X) OFFICER (GIVE TITLE BELOW)
() OTHER (SPECIFY BELOW)

DIRECTOR, GLOBAL MARKETING AND COMMUNICATIONS

7. Individual or Joint/Group Filing (Check applicable line)

- (X) Form filed by One Reporting Person
() Form filed by More than One Reporting Person

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TABLE I

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

1. Title of Security (Instr. 3)

Common Stock

2. Transaction Date (Month/Day/Year)

7/1/01

3. Transaction Code (Instr.8)

P

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

583, A, \$11.31

Number of shares acquired is net of those necessary to satisfy withholding obligations.

5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)

16,809

6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

TABLE II

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

1. Title of Derivative Security (Instr. 3)

- (i) Option to purchase Shares of Common Stock
- (ii) Vesting of Restricted Stock Units

2. Conversion or Exercise Price of Derivative Security

- (i) \$13.00
- (ii) \$11.31

3. Transaction Date (Month/Day/Year)

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- (i) 5/11/01
- (ii) 7/1/01

4. Transaction Code (Instr. 8)

- (i) A
- (ii) S

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)

- (i) 2,500, A
- (ii) 862, D

6. Date Exercisable and Expiration Date (Month/Day/Year)

- (i) Date Exercisable - Vests and becomes exercisable with respect to one-third of the shares on each of the first three anniversaries of the date of grant.
Expiration Date - 5/11/08
- (ii) Vests with respect to one-half of the shares eighteen and thirty months from the date of grant.

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

- (i) Common Stock, 2,500 Shares
- (ii) Common Stock, 862 Shares

8. Price of Derivative Security (Instr. 5)

N.A.

9. Number of Derivative Securities Beneficially Owned at End of Year
(Instr. 4)

9,019

10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

D

11. Nature of Indirect Beneficial Ownership (Instr. 4)

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EXPLANATION OF RESPONSES:

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/s/ Gordon G. Repp as Attorney-in-Fact

February 7, 2002

**SIGNATURE OF REPORTING PERSON

Date

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS CONSTITUTE FEDERAL CRIMINAL
VIOLATIONS. SEE 18 U.S.C. 1001 AND 15 U.S.C. 78FF(A).