

JONES LANG LASALLE INC

Form 5

January 17, 2003

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 *

Robert S. Orr
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

2002

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

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

() DIRECTOR
() 10% OWNER
(X) OFFICER (GIVE TITLE BELOW) CHIEF EXECUTIVE OFFICER OF
() OTHER (SPECIFY BELOW) EUROPE, SUBSIDIARY

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

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

1. Title of Security (Instr. 3)

Common Stock

2. Transaction Date (Month/Day/Year)

(i) 7/1/02

(ii) 7/1/02

2A. Deemed Execution Date, if any (Month/Day/Year)

3. Transaction Code (Instr.8)

(i) M

(ii) F

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

(i) 6,245, A, \$24.04

(ii) 4,163, D, \$24.04

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

135,460

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

95,460, D and 40,000, I

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

37,000 of the shares indicated as beneficially owned are owned
by Mr. Orr's spouse and 1,500 are owned by each of his sons.

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) Grant of Restricted Stock Units

(ii) Option to Purchase Shares of Common Stock

(iii) Vesting of Restricted Stock Units

2. Conversion or Exercise Price of Derivative Security

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(ii) \$23.08

3. Transaction Date (Month/Day/Year)

- (i) 1/1/02
 - (ii) 5/14/02
 - (iii) 7/1/02
-

3A. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)

- (i) A
 - (ii) A
 - (iii) C
-

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

- (i) 4,062; A
 - (ii) 5,000; A
 - (iii) 10,408; D
-

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

- (i) Vests with respect to one-half of the shares eighteen and thirty months from the date of grant.
 - (ii) 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 - 5/14/09
 - (iii) Vests with respect to one-half of the shares eighteen and thirty months from the date of grant.
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7. Title and Amount of Underlying Securities (Instr. 3 and 4)

- (i) Common Stock, 4,062 Shares
 - (ii) Common Stock, 5,000 Shares
 - (iii) Common Stock, 10,408 Shares
-

8. Price of Derivative Security (Instr. 5)

N.A.

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

22,174

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:

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

January 17, 2003

**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).