

HAWKINS PHILIP L

Form 4

May 17, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAWKINS PHILIP L

2. Issuer Name **and** Ticker or Trading
Symbol
CARRAMERICA REALTY CORP
[CRE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1850 K STREET, NW, SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2005

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

(Street)

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

WASHINGTON, DC 20006

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/13/2005		M		20,000	A	\$ 29.25	110,003 ⁽¹⁾ D
Common Stock	05/13/2005		M		20,000	A	\$ 29.75	110,003 ⁽¹⁾ D
Common Stock	05/13/2005		S		29,146	D	\$ 34.5	110,003 ⁽¹⁾ D
Common Stock	05/13/2005		S		348	D	\$ 34.51	110,003 ⁽¹⁾ D
Common Stock	05/13/2005		S		278	D	\$ 34.52	110,003 ⁽¹⁾ D

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Common Stock	05/13/2005	S	835	D	\$ 34.53	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	174	D	\$ 34.54	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	417	D	\$ 34.55	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	174	D	\$ 34.56	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	383	D	\$ 34.57	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	348	D	\$ 34.59	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	522	D	\$ 34.6	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	417	D	\$ 34.61	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	278	D	\$ 34.62	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	1,287	D	\$ 34.63	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	1,565	D	\$ 34.64	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	383	D	\$ 34.65	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	278	D	\$ 34.66	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	765	D	\$ 34.67	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	661	D	\$ 34.68	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	278	D	\$ 34.69	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	244	D	\$ 34.7	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	278	D	\$ 34.71	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	71	D	\$ 34.73	110,003 <u>(1)</u>	D
Common Stock	05/13/2005	S	800	D	\$ 34.74	110,003 <u>(1)</u>	D
	05/13/2005	S	70	D		110,003 <u>(1)</u>	D

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Common \$
Stock 34.76

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

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(9-02)

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)	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.25	05/13/2005		M		20,000		02/06/2002	02/06/2007	Common	20,000
Stock Option (Right to Buy)	\$ 29.75	05/13/2005		M		20,000		01/21/2003	01/21/2008	Common	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWKINS PHILIP L 1850 K STREET, NW, SUITE 500 WASHINGTON, DC 20006	X		President & COO	

Signatures

Ann Marie Pulsch as Power of
Attorney 05/17/2005

__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) Includes 32,898 common shares, and 39507 restricted stock shares and 37598 restricted stock units which automatically convert to common shares on a scheduled basis.

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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