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FABRO DENNIS C
 Form 4
 June 10, 2002

F O R M 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship to Issuer	
Fabro Dennis C.			TRIZEC PROPERTIES, INC. (TRZ)		Director	
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Year	
c/o Trizec Properties, Inc. 1114 Avenue of the Americas, 31st Floor					X Of (give full name of person for whom securities are being reported) (Instr. 3)	
(Street)					May 2002	
New York New York 10036					5. If Amendment, Date of Original (Month/Year)	
(City) (State) (Zip)					7. Indicate whether this is a new acquisition (X) or a disposition (D) (Instr. 3 and 4)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)
		Code	V	Amount	(A) or (D)	Price	
No securities beneficially owned							

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by you.
 * If the form is filed by more than one reporting person, see Instruction 4(b) (v)

Potential persons who are to respond to the collection of information contained in this form are not required to provide information.

FORM 4 (continued) 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)	4. Transaction Code		5. Number of Derivative Securities		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	
Employee Stock Option [right to buy]	16.34	05/08/02	J(1)	V	15,000			01/09/03	01/09/09	Common Stock	15,000
Employee Stock Option [right to buy]	17.30	05/08/02	J(1)	V	15,000			01/09/04	01/09/09	Common Stock	15,000
Employee Stock Option [right to buy]	18.26	05/08/02	J(1)	V	15,000			01/09/05	01/09/09	Common Stock	15,000
Employee Stock Option	17.20	05/08/02	J(1)	V	10,000			05/11/03	05/11/08	Common Stock	10,000

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[right to buy]											
Employee Stock Option	18.16	05/08/02	J(1)	V	10,000		05/11/04	05/11/08	Common Stock	10,000	
[right to buy]											
Employee Stock Option	14.99	05/08/02	J(1)	V	15,000		(3)	12/01/07	Common Stock	15,000	
[right to buy]											
Warrant [right to buy]	16.24	05/08/02	J(2)	V	10,000		05/08/02	05/11/08	Common Stock	10,000	
Warrant [right to buy]	14.99	05/08/02	J(2)	V	5,000		05/08/02	12/01/07	Common Stock	5,000	

Explanation of Responses:

- 1) Pursuant to reclassification exemption under Rule 16b-7, certain options to purchase Trizec H shares held by the reporting person were exchanged for options to purchase shares of the Issu basis.
- 2) Pursuant to a reclassification exemption under Rule 16b-7, certain options to purchase Trizec voting shares held by the reporting person were exchanged for Warrants to purchase shares of one-for-one basis.
- 3) Option vests as follows: 5,000 on each of December 1, 2002, December 1, 2003 and December 1,

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Dennis C. Fa

**Signature of Re

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number