

TRIZEC PROPERTIES INC

Form DEFA14A

June 05, 2006

**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): **June 5, 2006**

**TRIZEC PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-16765**

(Commission  
File Number)

**33-0387846**

(I.R.S. Employer  
Identification Number)

**10 S. Riverside Plaza, Suite 1100, Chicago IL**

(Address of principal executive offices)

**60606**

(Zip Code)

Registrant's telephone number, including area code:

**(312) 798-6000**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01. Other Events.**

On June 5, 2006, Trizec Properties, Inc. ( Trizec ) issued a press release announcing that it had executed a definitive merger agreement pursuant to which Brookfield Properties will acquire Trizec. A copy of Trizec 's press release is attached as Exhibit 99.1. A copy of Trizec 's communication to its employees is attached as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Exhibits

The exhibits required by this item are set forth on the Exhibit Index attached hereto.

---

**SIGNATURE**

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.

**TRIZEC PROPERTIES, INC.**

Date: June 5, 2006

By: /s/ Timothy H. Callahan

Timothy H. Callahan  
President and Chief Executive  
Officer

---

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated June 5, 2006 issued by Trizec Properties, Inc.
99.2	Memorandum from Timothy H. Callahan to employees of Trizec Properties, Inc. dated June 5, 2006