

TRIZEC PROPERTIES INC

Form 15-12B

October 05, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER  
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number: 001-16765**

**Trizec Properties, Inc.**

(Exact name of registrant as specified in its charter)

c/o BROOKFIELD PROPERTIES CORPORATION

Three World Financial Center

200 Vesey Street, 11<sup>th</sup> Floor

New York, NY 10281

(212) 417-7000

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

Common Stock, par value \$0.01 per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty  
to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend  
the duty to file reports:

Rule 12g-4(a)(1)(i) ☒

Rule 12g-4(a)(1)(ii) ☐

Rule 12g-4(a)(2)(i) ☐

Rule 12g-4(a)(2)(ii) ☐

Rule 12h-3(b)(1)(i) ☒

Rule 12h-3(b)(1)(ii) ☐

Rule 12h-3(b)(2)(i) ☐

Rule 12h-3(b)(2)(ii) ☐

Rule 15d-6 ☐

Approximate number of holders of record as of the certification or notice date: 3

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Pursuant to the requirements of the Securities Exchange Act of 1934, Trizec Properties, Inc. (as surviving corporation of its merger with Grace Acquisition Corporation) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

TRIZEC PROPERTIES, INC.  
(as surviving corporation of its merger with  
Grace  
Acquisition Corporation)

Date: October 5, 2006

By:  
/s/ Richard B. Clark

Richard B. Clark  
Chief Executive Officer