

TRIZEC PROPERTIES INC

Form DEFA14A

June 16, 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 16, 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**

**60606**  
(Zip Code)

(Address of principal executive offices)

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 16, 2006, Trizec Properties, Inc. ( Trizec ) provided its employees with answers to frequently asked questions about the recently announced merger agreement that Trizec entered into with Trizec Canada and affiliates of Brookfield Properties Corporation and other related matters. A copy of the employee FAQs is attached as Exhibit 99.1 to this Current Report on Form 8-K. In addition, on the same day, Trizec provided its officers with a summary of the Severance Plan and Retention Bonus programs that were adopted in connection with entering into the merger agreement. A copy of the summary is attached as Exhibit 99.2 to this Current Report on Form 8-K.

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

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Trizec Properties, Inc. Employee FAQs.
99.2	Summary of Trizec Properties, Inc. Change in Control Severance Pay Plan and Retention Bonus Program for Officers.

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**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 16, 2006

By: /s/ Michael C. Colleran  
Michael C. Colleran  
Executive Vice President and Chief  
Financial Officer

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**EXHIBIT INDEX**

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