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

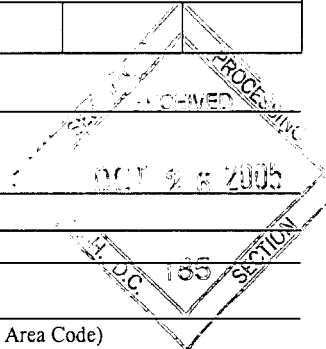
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FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering () check if this is an amendment and name has changed, and indicate change.) Och-Ziff Real Estate TE Fund L.P. Filing Under (Check box(es) that apply): Rule 504 Rule 505 [X] Rule 506 Section 4(6) ULOE Type of Filing: [X] New Filing in CT [X] Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Name of Issuer () check if this is an amendment and name has changed, and indicate change.) Och-Ziff Real Estate TE Fund L.P. (the "Fund") Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Brief Description of Business Investments.

PROCESSED

Type of Business Organization corporation [X] limited partnership, already formed other (please specify): business trust limited partnership, to be formed Actual or Estimated Date of Incorporation or Organization: Month 1 0 Year 0 4 Actual [X] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E CN for Canada; FN for other foreign jurisdiction)

OCT 28 2005



GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Och-Ziff Real Estate Capital L.P. (the "General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Och-Ziff Management Group, 9 West 57th Street, 39th Floor, New York, NY 10019

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner*

Full Name (Last name first, if individual)
Och-Ziff Real Estate Management, L.L.C. (the "General Partner of the General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Och-Ziff Management Group, 9 West 57th Street, 39th Floor, New York, NY 10019

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer** Director General and/or Managing Partner

Full Name (Last name first, if individual)
Galiotos, Stavros P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Och-Ziff Management Group, 9 West 57th Street, 39th Floor, New York, NY 10019

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer** Director General and/or Managing Partner

Full Name (Last name first, if individual)
Orbuch, Steven E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Och-Ziff Management Group, 9 West 57th Street, 39th Floor, New York, NY 10019

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer** Director General and/or Managing Partner

Full Name (Last name first, if individual)
Och, Daniel S.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Och-Ziff Management Group, 9 West 57th Street, 39th Floor, New York, NY 10019

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
The James Irvine Foundation

Business or Residence Address (Number and Street, City, State, Zip Code)
James Irvine Foundation, One Market Street, Steuart Tower, Suite 2500, San Francisco, CA 94105

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
J. Paul Getty Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
The J. Paul Getty Trust, 1200 Getty Center Drive, Suite 400, Los Angeles, CA 90049

* of the General Partner / ** Managing Member of the General Partner of the General Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

Yes No

- 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?
2. What is the minimum investment that will be accepted from any individual? \$10,000,000*

* The General Partner reserves the right to accept Capital Commitments of lesser amounts. Yes No

- 3. Does the offering permit joint ownership of a single unit?
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering.

Full Name (Last name first, if individual)
Merrill Lynch, Pierce, Fenner & Smith Incorporated

Business or Residence Address (Number and Street, City, State, Zip Code)
4 World Financial Center, New York, NY 10281

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(All States checked)

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(All States checked)

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
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Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0 _____	\$0 _____
Equity	\$0 _____	\$0 _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$0 _____	\$0 _____
Partnership Interests.....	\$400,000,000 _____	\$210,750,000 _____
Other (Specify _____).....	\$0 _____	\$0 _____
Total	\$400,000,000** _____	\$210,750,000 _____

* Together with certain affiliated funds. The General Partner retains the right to accept total capital commitments in excess of this amount.
 Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	30	\$210,750,000 _____
Non-accredited Investors	0	\$0 _____
Total (for filings under Rule 504 only).....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering.....	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/> \$0 _____
Printing and Engraving Costs.....	<input type="checkbox"/> \$0 _____
Legal Fees.....	<input checked="" type="checkbox"/> \$** _____
Accounting Fees	<input type="checkbox"/> \$0 _____
Engineering Fees.....	<input type="checkbox"/> \$0 _____
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/> \$0** _____
Other Expenses (identify)	<input checked="" type="checkbox"/> \$** _____
Total.....	<input type="checkbox"/> \$1,250,000** _____

** Each investor will pay, in addition to its capital commitment, an annual management fee; the manager will bear placement fees, and organizational expenses in excess of \$1,250,000 through an offset against the management fee.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$398,750,000 _____
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): Investments _____	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$398,750,000 _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$398,750,000 _____
Total Payments Listed (columns totals added)		<input checked="" type="checkbox"/> \$398,750,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Och-Ziff Real Estate TE Fund L.P.	Signature 	Date October 24, 2005
Name of Signer (Print or Type) Stavros P. Galiotos	Title of Signer (Print or Type) Managing Member of Och-Ziff Real Estate Management, L.L.C., the general partner of Och-Ziff Real Estate Capital L.P., the general partner of Och-Ziff Real Estate TE Fund L.P.	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)