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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 control number.

SEC 1972 (5-05)

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.

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

FORM D

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

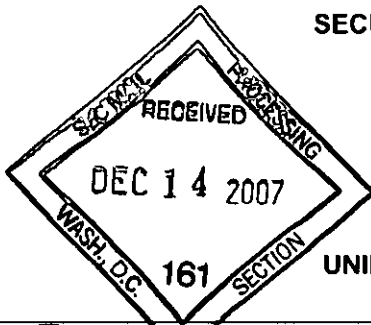


Table with OMB APPROVAL information: OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response: 1

Table with SEC USE ONLY information: Prefix, Serial, DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Stockbridge Real Estate Fund III-A, LP
Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE
Type of Filing: New Filing, 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.)
Stockbridge Real Estate Fund III-A, LP
Address of Executive Offices (Number and Street, City, State, Zip Code)
4 Embarcadero Center, 33rd Fl., San Francisco, CA 94111-4106
Telephone Number (Including Area Code)
415-658-3433
Address of Principal Business Operations (Number and Street, City, State, Zip Code)
Telephone Number (Including Area Code)
Brief Description of Business
Private limited partnership investing primarily in real-estate, equity, and equity-related securities.

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THOMSON FINANCIAL



07085669

Type of Business Organization
corporation, limited partnership, already formed, business trust, limited partnership, to be formed, other (plc)

Actual or Estimated Date of Incorporation or Organization:
Month: 0 5, Year: 0 7, Actual, Estimated

Jurisdiction of Incorporation or Organization:
(Enter two-letter U.S. Postal Service abbreviation for State: DE, CN for Canada; FN for other foreign jurisdiction)

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.
State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

**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)

Stockbridge Real Estate Partners III, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Embarcadero Center, 33<sup>rd</sup> Fl., San Francisco, CA 94111-4106

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

Full Name (Last name first, if individual)

Fancher, Terrence E.

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Embarcadero Center, 33<sup>rd</sup> Fl., San Francisco, CA 94111-4106

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

Full Name (Last name first, if individual)

Cox, Kevin D.

Business or Residence Address (Number and Street, City, State, Zip Code)

712 Fifth Avenue, 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)

Drake, Darren

Business or Residence Address (Number and Street, City, State, Zip Code)

712 Fifth Avenue, 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)

Pilch, Stephen

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Embarcadero Center, 33<sup>rd</sup> Fl., San Francisco, CA 94111-4106

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

Full Name (Last name first, if individual)

Renaudin, Kristin H.

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Embarcadero Center, 33<sup>rd</sup> Fl., San Francisco, CA 94111-4106

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

Full Name (Last name first, if individual)

Kiley, Charlene A.

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Embarcadero Center, 33<sup>rd</sup> Fl., San Francisco, CA 94111-4106

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

Full Name (Last name first, if individual)

Thomas P. DiNapoli, Comptroller of the State of New York, as Trustee of the Common Retirement Fund

Business or Residence Address (Number and Street, City, State, Zip Code)

59 Maiden Lane, 30<sup>th</sup> Floor, New York, NY 10038

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

**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)

Teacher Retirement System of Texas

Business or Residence Address (Number and Street, City, State, Zip Code)

1000 Red River Street, Austin, Texas 78701-2698

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes  No
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$15,000,000
3. Does the offering permit joint ownership of a single unit?..... Yes  No
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. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Anderson, Darius

Business or Residence Address (Number and Street, City, State, Zip Code)

100 Spear Street, Suite 1600, San Francisco, CA 94105

Name of Associated Broker or Dealer

Gold Bridge Capital, LLC

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

All States

[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)

Anderson, Kirk

Business or Residence Address (Number and Street, City, State, Zip Code)

100 Spear Street, Suite 1600, San Francisco, CA 94105

Name of Associated Broker or Dealer

Gold Bridge Capital, LLC

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

All States

[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)

Marsh, Charles A.

Business or Residence Address (Number and Street, City, State, Zip Code)

41 West Putnam Avenue, Greenwich, CT 06830

Name of Associated Broker or Dealer

Farrell Marsh & Co.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

All States

[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]

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

Full Name (Last name first, if individual)

Farrell, William L.

Business or Residence Address (Number and Street, City, State, Zip Code)

41 West Putnam Avenue, Greenwich, CT 06830

Name of Associated Broker or Dealer

Farrell Marsh & Co.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....

All States

[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]

**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.....	\$700,000,000	\$700,000,000
Other (Specify _____).	\$0	\$0
<b>Total</b> .....	<b>\$700,000,000</b>	<b>\$700,000,000</b>

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.....	6	\$700,000,000
Non-accredited Investors.....	0	\$0
<b>Total (for filings under Rule 504 only)</b> .....		<b>\$</b>

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.....		\$
<b>Total</b> .....		<b>\$</b>

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 checked="" type="checkbox"/>	\$22,300
Legal Fees.....	<input checked="" type="checkbox"/>	\$600,000
Accounting Fees.....	<input type="checkbox"/>	\$0
Engineering Fees.....	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately) Placement Fees.....	<input checked="" type="checkbox"/>	\$6,333,125*
Other Expenses (identify) <u>Travel and Miscellaneous</u> .....	<input checked="" type="checkbox"/>	\$616,000
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$7,571,425</b>

\* Represents fees that do not affect the gross proceeds of the issuer and are not used in the calculations of adjusted gross proceeds herein.

**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 in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$698,761,700

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): <u>Investments in real-estate, equity and equity-related securities</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <u>\$698,761,700</u>
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <u>\$698,761,700</u>
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> <u>\$698,761,700</u>

**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) Stockbridge Real Estate Fund III-A, LP	Signature <i>Kristin H. Renaudin</i>	Date December 13, 2007
Name of Signer (Print or Type) Kristin H. Renaudin	Title of Signer (Print or Type) Vice President of Stockbridge Real Estate Partners III, LLC, General Partner of the Issuer	

**ATTENTION**

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

**END**

SEC 1972 (5/05)