

ESSEX PROPERTY TRUST INC

Form 4

February 11, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dance Michael T

(Last) (First) (Middle)

C/O ESSEX PROPERTY TRUST,
INC., 925 EAST MEADOW DRIVE

(Street)

PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ESSEX PROPERTY TRUST INC
[ESS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/09/2015		G		456	D	\$ 220.8	5,062	D
Common Stock	02/09/2015		M		4,500	A	\$ 132.03	9,562	D
Common Stock	02/09/2015		S		4,500	D	\$ 222.31	5,062	D
Common Stock	02/09/2015		M		4,500	A	\$ 143.03	9,562	D
	02/09/2015		S		4,500	D	<u>(1)</u>	5,062	D

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Common Stock					\$ 222.31		
Common Stock	02/09/2015	M	2,000	A	\$ 132.03	7,062	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
								Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Option (Right to Purchase)	\$ 132.03	02/09/2015		M		4,500	12/06/2011 12/06/2021	Common Stock 4,500
Stock Option (Right to Purchase)	\$ 143.03 (1)	02/09/2015		M		4,500	12/11/2012 12/11/2019	Common Stock 4,500
Stock Option (Right to Purchase)	\$ 132.03	02/09/2015		M		2,000	12/06/2011 12/06/2021	Common Stock 2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dance Michael T C/O ESSEX PROPERTY TRUST, INC. 925 EAST MEADOW DRIVE	Executive Vice President & CFO

PALO ALTO, CA 94303

Signatures

s/ Michael T.

Dance

02/11/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Under the options terms, the maximum value that the reporting person could receive is \$75 per share. The value in excess of such amount, \$4.28, was remitted to the Issuer by the reporting person in addition to the exercise price of \$143.03.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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