#### Edgar Filing: ESSEX PROPERTY TRUST INC - Form 4

ESSEX PROPERTY TRUST INC Form 4 December 12, 2013 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Burkart John F. Issuer Symbol ESSEX PROPERTY TRUST INC (Check all applicable) [ESS] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) C/O ESSEX PROPERTY TRUST 12/10/2013 Executive Vice President INC., 925 EAST MEADOW DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting PALO ALTO, CA 94303 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Ownership (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorDerivative	Expiration Date	Underlying Securities

number.

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired ( or Dispose (D) (Instr. 3, 4, and 5)	d of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units (1)	<u>(2)</u>	12/10/2013		А	2,000 (3)		(2)(3)	(3)	Common Stock	2,000
Stock Option (right to purchase)	\$ 152.63	12/10/2013		А	10,000		<u>(4)</u>	12/10/2023	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
F	Director	10% Owner	Officer	Other	
Burkart John F. C/O ESSEX PROPERTY TRUST INC. 925 EAST MEADOW DRIVE PALO ALTO, CA 94303			Executive Vice President		
Signatures					
s/ Michael T. Dance Attorney					

in Fact

12/12/2013

\*\*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) Represents LTIP Units in Essex Portfolio, L.P.

Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes and vesting as described in footnote 3 below, each LTIP Unit may be converted, at the election of the holder, into a unit of limited partnership interest in Essex

(2) Portfolio, L.P. (a "Common Unit"). Each Common Unit acquired upon conversion of an LTIP Unit may be converted into one share of Common Stock of the Issuer. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert LTIP Units into Common Units and to convert Common Units into shares of Common Stock do not have expiration dates.

500 of the LTIP Units granted are scheduled to vest 25% on each of the first four anniversaries of December 10, 2013, subject to continued employment through such dates. 1,500 of the LTIP Units granted are scheduled to vest 25% on each of the first four anniversaries of December 10, 2013, subject to continued employment through such dates and the achievement of certain performance criteria based on the Issuers total return to shareholders through December 10, 2014. In accordance with applicable Form 4 reporting

(3) requirements, the foregoing excludes 3,000 LTIP Units also granted on December 10, 2013 that are scheduled to vest 25% on each of the first four anniversaries of December 10, 2013, subject to continued employment through such dates and the achievement of certain performance criteria based on the Issuers relative total return to shareholders measured against industry-specific indices through December 10, 2014.

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(4) 20% of these options will vest on 12/10/2014 and 1/60th of the options shall vest on each monthly anniversary thereafter.

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