

LARSON ROBERT E
Form 4/A
December 07, 2010

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LARSON ROBERT E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ESSEX PROPERTY TRUST, 925 EAST MEADOW DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/10/2010

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

PALO ALTO, CA 94303

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/08/2010		M	2,500	A \$ 46.99	13,477	D
Common Stock	11/08/2010		M	2,500	A \$ 50.88	15,977	D
Common Stock	11/08/2010		M	2,500	A \$ 57.57	18,477	D
Common Stock	11/08/2010		M	2,500	A \$ 62.34	20,977	D
	11/08/2010		M	498 ⁽²⁾	A \$ 79.25	21,475	D

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Common Stock							
Common Stock	11/08/2010	M	0 ⁽²⁾	A	\$ 107.56	21,475	D
Common Stock	11/08/2010	M	<u>2,176</u> ⁽²⁾	A	\$ 66.05	23,651	D
Common Stock	11/08/2010	S	12,674	D	\$ 115.39	10,977	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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to purchase)	\$ <u>46.99</u> ⁽¹⁾	11/08/2010		M	2,500	05/15/2002 05/15/2011	Common Stock	2,500	
Director Stock Option (right to purchase)	\$ <u>50.88</u> ⁽¹⁾	11/08/2010		M	2,500	05/14/2003 05/14/2012	Common Stock	2,500	
Director Stock Option (right to purchase)	\$ <u>57.57</u> ⁽¹⁾	11/08/2010		M	2,500	05/13/2004 05/13/2013	Common Stock	2,500	
Director Stock	\$ <u>62.34</u> ⁽¹⁾	11/08/2010		M	2,500	05/11/2005 05/11/2014	Common Stock	2,500	

Option
(right to
purchase)

Director
Stock
Option
(right to
purchase)

\$ 79.25
(1)

11/08/2010

M

498
(2)

05/10/2006 05/10/2015

Common
Stock

498

Director
Stock
Option
(right to
purchase)

\$ 107.56
(1)

11/08/2010

M

0 (2)

05/09/2007 05/09/2016

Common
Stock

0

Director
Stock
Option
(right to
purchase)

\$ 66.05

11/08/2010

M

2,176
(2)

01/30/2010 01/30/2019

Common
Stock

2,176

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LARSON ROBERT E
C/O ESSEX PROPERTY TRUST
925 EAST MEADOW DRIVE
PALO ALTO, CA 94303

X

Signatures

/s/ Michael T. Dance (Attorney
in fact)

12/07/2010

__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) This amended Form 4 is being filed to add, among, other things, the exercise price of director stock options that were exercised.

This amended Form 4 is being filed to correct that on 11/08/2010: (i) options with an exercise price of \$79.25 for 498 shares (rather than

(2) 2,500 as previously reported) were exercised, and (ii) no options with an exercise price of \$107.56 were exercised (it was previously reported that such options were exercised) and (iii) options with an exercise price of \$66.05 for 2,176 shares were exercised (such exercise was not previously reported).

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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