

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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SEC 1474
(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 <u>(1)</u> | 11/08/2010 | M | 498 <u>(2)</u> | 05/10/2006 | 05/10/2015 | Common Stock | 498 |
|---|------------------------|------------|---|-------------------|------------|------------|-----------------|-----|

| | | | | | | | | |
|---|-------------------------|------------|---|--------------|------------|------------|-----------------|---|
| Director Stock Option (right to purchase) | \$ 107.56 <u>(1)</u> | 11/08/2010 | M | 0 <u>(2)</u> | 05/09/2007 | 05/09/2016 | Common Stock | 0 |
|---|-------------------------|------------|---|--------------|------------|------------|-----------------|---|

| | | | | | | | | |
|---|----------|------------|---|---------------------|------------|------------|-----------------|-------|
| Director Stock Option (right to purchase) | \$ 66.05 | 11/08/2010 | M | 2,176 <u>(2)</u> | 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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