

EQUITY LIFESTYLE PROPERTIES INC  
 Form 4  
 May 12, 2016

**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 \*  
 ROSENBERG SHELI Z

(Last) (First) (Middle)

C/O EQUITY LIFESTYLE PROPERTIES, INC., TWO NORTH RIVERSIDE PLAZA, SUITE 800

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 EQUITY LIFESTYLE PROPERTIES INC [ELS]

3. Date of Earliest Transaction (Month/Day/Year)  
 05/10/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                            |
| Common Stock, par value \$.01   | 05/10/2016                           |                                                    | A                              |                                                                   | 1,342<br><u>(1)</u>                                                                           | A                                                        | \$ 74.53 375,075 D                         |
| Common Stock, par value \$.01   | 05/10/2016                           |                                                    | A                              |                                                                   | 101 <u>(2)</u>                                                                                | A                                                        | \$ 74.53 375,176 D                         |
| Depository Shares               |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 8,000 D                                    |
| Common                          |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 201,127.64 I By                            |

|                        |  |        |   |  |  |  |  |           |
|------------------------|--|--------|---|--|--|--|--|-----------|
| Stock, par value \$.01 |  |        |   |  |  |  |  | Spouse    |
| Depository Shares      |  | 20,000 | I |  |  |  |  | By Spouse |

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

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**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                         | Director      | 10% Owner | Officer | Other |
| ROSENBERG SHELI Z<br>C/O EQUITY LIFESTYLE PROPERTIES, INC.<br>TWO NORTH RIVERSIDE PLAZA, SUITE 800<br>CHICAGO, IL 60606 | X             |           |         |       |

## Signatures

|                                                     |            |
|-----------------------------------------------------|------------|
| Barb Itter by Power of Attorney for Sheli Rosenberg | 05/12/2016 |
| **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) Grant of restricted stock subject to vest as follows: 1/3 on 11/10/16, 1/3 on 5/10/17, and 1/3 on 5/10/18

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(2) Grant of restricted stock subject to vesting on 5/10/17

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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