

ZELL SAMUEL
Form 4
May 01, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ZELL SAMUEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Chairman of the Board

TWO NORTH RIVERSIDE PLAZA, SUITE 600

(Street)

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

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

CHICAGO, IL 60606

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$0.01	04/27/2018		P	20,000 A \$ 89.5637 (10)	28,000	I	By Spouse (3) (9)
Common Stock, par value \$0.01					305,427	D	
Common Stock, par value					1,860,717	I	By Trust (1)

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<p>Common Stock, par value \$.01</p>	<p>805,333</p>	<p>I</p>	<p>By KMJZ Investments, L.L.C. <u>(2)</u> <u>(3)</u></p>
<p>Common Stock, par value \$.01</p>	<p>588,266</p>	<p>I</p>	<p>By Samstock/SZRT, L.L.C. <u>(4)</u></p>
<p>Common Stock, par value \$.01</p>	<p>17,774</p>	<p>I</p>	<p>By Samstock/Alpha, L.L.C. <u>(3)</u> <u>(5)</u></p>
<p>Common Stock, par value \$.01</p>	<p>17,774</p>	<p>I</p>	<p>By Samstock/ZFT, L.L.C. <u>(3)</u> <u>(6)</u></p>
<p>Common Stock, par value \$.01</p>	<p>892,000</p>	<p>I</p>	<p>By Samstock, L.L.C. <u>(3)</u> <u>(7)</u></p>
<p>Common Stock, par value \$.01</p>	<p>12,006</p>	<p>I</p>	<p>By Samstock/ZGPI, L.L.C. <u>(3)</u> <u>(8)</u></p>

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELL SAMUEL TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606				Chairman of the Board

Signatures

/s/ Samuel Zell 05/01/2018

__Signature of Date
Reporting Person

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) These shares of Common Stock are beneficially owned by Samuel Zell Revocable Trust ("Zell Trust"), the trustee of which is Mr. Zell. KMJZ Investments, L.L.C., a Delaware limited liability company ("KMJZ Investments"), is owned by various trusts established for the benefit of Mr. Zell and members of his family (collectively, the "Zell Family"). The trustee of such trusts is Chai Trust Company, L.L.C., an Illinois limited liability company ("Chai Trust"). Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares.
- (2) Mr. Zell disclaims beneficial ownership of the reported securities except to the extent, if any, of its or his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Zell is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) Samstock/SZRT, L.L.C is a Delaware limited liability company whose sole member is Zell Trust. Mr. Zell is the sole trustee and beneficiary of Zell Trust.
- (4) Samstock/Alpha, L.L.C. is a Delaware limited liability company ("Samstock/Alpha") whose sole member is Alphabet Partners, an Illinois partnership. Alphabet Partners is owned by various trusts established for the benefit of Zell Family, the trustee of which is Chai Trust. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares.
- (5) Samstock/ZFT, L.L.C. is a Delaware limited liability company whose sole member is ZFT Partnership, an Illinois partnership. ZFT Partnership is owned by various trusts established for the benefit of the Zell Family, the trustee of which is Chai Trust. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares.
- (6) Samstock, L.L.C. is a Delaware limited liability company whose sole member is SZ Investments, L.L.C., a Delaware limited liability company ("SZ"). The managing member of SZ is Chai Trust. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares.
- (7) Samstock/ZGPI, L.L.C. is a Delaware limited liability company whose sole member is Zell General Partnership, Inc. ("Zell GP"). Sam Investment Trust ("SIT") is the sole stockholder of Zell GP. Chai Trust is the trustee of SIT. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares.
- (8) These shares of Common Stock are owned by the Helen Zell Revocable Trust ("HZRT"). Mr. Zell's spouse, Helen Zell, is the trustee of HZRT.
- (9) This price reflects the weighted average price for open-market purchases of shares of Common Stock made by HZRT on April 27, 2018 within a \$1.00 range. The actual prices for these transactions range from \$89.42 to \$89.70, inclusive. The Reporting Person further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares of Common Stock purchased at each separate price.
- (10)

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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