

ESSEX PROPERTY TRUST INC
 Form 4
 December 05, 2014

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 *
EUDY JOHN D

(Last) (First) (Middle)

C/O ESSEX PROPERTY TRUST, 925 E MEADOW DRIVE

(Street)

PALO ALTO, CA 94303

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2014

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)
Executive Vice President

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/04/2014		M			2,021	A	\$ 132.03	4,391	D	
Common Stock	12/04/2014		M			3,979	A	\$ 132.03	8,370	D	
Common Stock	12/04/2014		M			5,000	A	\$ 143.03	13,370	D	
Common Stock	12/04/2014		S			11,000	D	\$ 201.7	2,370	D	

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to purchase)	\$ 132.03	12/04/2014		A	2,021	12/06/2011 12/06/2021	Common Stock	2,021	
Stock Option (right to purchase)	\$ 132.03	12/04/2014		A	3,979	12/06/2011 12/06/2021	Common Stock	3,979	
Stock Option (right to purchase)	\$ 143.03	12/04/2014		A	5,000	12/11/2012 12/11/2022	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EUDY JOHN D
C/O ESSEX PROPERTY TRUST
925 E MEADOW DRIVE
PALO ALTO, CA 94303

Executive Vice President

Signatures

Michael T. Dance
(attorney-in-fact)

12/04/2014

**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).

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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