

ESSEX PROPERTY TRUST INC

Form 4

May 15, 2006

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

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

OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RANDLETT THOMAS E

(Last) (First) (Middle)

C/O ESSEX PROPERTY  
TRUST, 925 EAST 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)  
05/10/2006

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 05/10/2006                              |                                                             | J(1)                                 |                                                                         | 682                                                                                                                | A \$ 30.375                                                             | 13,857 D                                                          |
| Common<br>Stock                       | 05/10/2006                              |                                                             | J(1)                                 |                                                                         | 682                                                                                                                | D \$ 107.47                                                             | 13,175 D                                                          |
| Common<br>Stock                       | 05/10/2006                              |                                                             | J(1)                                 |                                                                         | 500                                                                                                                | A \$ 38.0625                                                            | 13,675 D                                                          |
| Common<br>Stock                       | 05/10/2006                              |                                                             | J(1)                                 |                                                                         | 500                                                                                                                | D \$ 107.47                                                             | 13,175 D                                                          |
|                                       | 05/10/2006                              |                                                             | J(1)                                 |                                                                         | 4,000                                                                                                              | D \$ 107.47                                                             | 9,175 D                                                           |

Common  
Stock

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3)   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares | 9. Dollar<br>Value<br>(Instr. 3 and 4) |
|-------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|----------------------------------------|
| Director<br>Stock<br>Option<br>(Right to<br>Purchase) | \$ 30.375                                                          | 05/10/2006                              |                                                             | <u>J(1)</u>                          | 682                                                                                                                | 05/10/2006 04/27/2009                                          | Common<br>Stock                                                     | 682                                       | \$                                     |
| Director<br>Stock<br>Option<br>(Right to<br>Purchase) | \$ 38.0625                                                         | 05/10/2006                              |                                                             | <u>J(1)</u>                          | 500                                                                                                                | 05/10/2006 04/25/2010                                          | Common<br>Stock                                                     | 500                                       | 3                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                               | Director      | 10% Owner | Officer | Other |
| RANDLETT THOMAS E<br>C/O ESSEX PROPERTY TRUST<br>925 EAST MEADOW DRIVE<br>PALO ALTO, CA 94303 | X             |           |         |       |

## Signatures

For Thomas Randlett, By Michael Schall (Attorney in Fact)

05/10/2006

\_\_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) Represents the exercise of director stock options and simultaneous sale of common stock at \$107.47.

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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