

ESSEX PROPERTY TRUST INC

Form 4

April 25, 2007

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MILLICHAP WILLIAM A

(Last) (First) (Middle)

925 EAST MEADOW DRIVE, 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)  
02/09/2007

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/09/2007		S <sup>(1)(2)</sup>		100	D	\$ 145.21	0 <sup>(3)</sup>	I By son
Common Stock	02/09/2007		S		150	D	\$ 145.52	0 <sup>(3)</sup>	I By son
Common Stock	02/09/2007		S <sup>(1)(2)</sup>		200	D	\$ 146.64	0 <sup>(3)</sup>	I By son
Common Stock	02/09/2007		S <sup>(1)(2)</sup>		300	D	\$ 146.6	0 <sup>(3)</sup>	I By son
Common Stock	02/09/2007		P		100	A	\$ 146.11	0 <sup>(3)</sup>	I By son

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Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	150	A	\$ 146.11	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	100	A	\$ 143.55	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	150	A	\$ 143.51	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>S<sup>(1)(2)</sup></u>	250	D	\$ 143	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	250	A	\$ 142.6	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>S<sup>(1)(2)</sup></u>	100	D	\$ 143.94	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>S<sup>(1)(2)</sup></u>	100	D	\$ 143.84	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>S<sup>(1)(2)</sup></u>	100	D	\$ 143.83	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	300	A	\$ 145.84	0 <sup>(3)</sup>	I	By son
Common Stock	02/12/2007	<u>S<sup>(1)(2)</sup></u>	250	D	\$ 144.99	0 <sup>(3)</sup>	I	By son
Common Stock	02/12/2007	<u>P<sup>(1)(2)</sup></u>	250	A	\$ 143.11	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>P<sup>(1)(2)</sup></u>	150	A	\$ 142.94	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>P<sup>(1)(2)</sup></u>	200	A	\$ 142.95	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>S<sup>(1)(2)</sup></u>	150	D	\$ 142	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>P<sup>(1)(2)</sup></u>	150	A	\$ 141.34	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>S<sup>(1)(2)</sup></u>	200	D	\$ 142.8	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>P<sup>(1)(2)</sup></u>	200	A	\$ 142.94	0 <sup>(3)</sup>	I	By son
Common Stock	04/25/2007	P	0	A	\$ 0	7,400 <sup>(4) (5)</sup>	D	
Common Stock	04/25/2007	P	0	A	\$ 0	18,591 <sup>(5)</sup>	I	By 401(k) Plan

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLICHAP WILLIAM A 925 EAST MEADOW DRIVE 925 EAST MEADOW DRIVE PALO ALTO, CA 94303		X		

## Signatures

William A.  
Millichap 04/25/2007

\_\_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) The above securities transactions were all made by the reporting person's adult son and the reporting person may be deemed to have beneficial ownership interest in these securities. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) The reporting person has paid to Essex Property Trust Inc., \$10,647.50 representing the full amount of the short swing profit, as calculated pursuant to the Section 16 short swing profit methodology, in connection with the above-listed, potential short swing transactions and in connection with the potential short swing transactions listed in the other Form 4 that the reporting person is filing today.

(3) Holdings as of the date of this filing are reported at end of table.

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- (4) Represent shares of common stock directly owned by Mr. Millichap. Does not include shares of common stock issuable upon exchange of operating partnership units or vested options.
- (5) Represent holdings as of the date of this filing.

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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