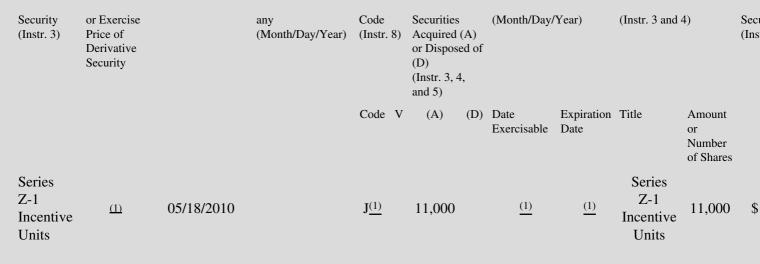
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ZIMMERMAN G Form 4 May 20, 2010	CRAIG K									
								OMB A	PPROVA	L
FORM 4	UNITED	STATES		RITIES A			COMMISSION	N OMB Number:	3235-	0287
Check this box	Σ.							Expires:	Januar	-
if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL O SECURITIES						WNERSHIP OF	Estimated burden hou response	average urs per	2005 0.5
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940										
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> ZIMMERMAN CRAIG K			2. Issuer Name and Ticker or Trading Symbol ESSEX PROPERTY TRUST INC			-	5. Relationship of Reporting Person(s) to Issuer			
			[ESS]				(Check all applicable)			
(Last) (First) (Middle) C/O ESSEX PROPERTY TRUST, 925 E MEADOW DR			3. Date of Earliest Transaction(Month/Day/Year)05/18/2010				Director X Officer (given the second se		% Owner her (specify	
							below) below) Executive Vice President			
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
PALO ALTO, C	A 94303						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	l
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D		Date, if Transaction Code I		Disposed	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownershi (Instr. 4)	1	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Report or	n a separate line	e for each cla	ass of sec	urities benet						
					inforn requii	nation cont ed to respo ys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tabl					posed of, or convertible :	Beneficially Owned securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri

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Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
ZIMMERMAN CRAIG K C/O ESSEX PROPERTY TRUST 925 E MEADOW DR PALO ALTO, CA 94303			Executive Vice President		
Signatures					
/s/ Craig K.					

Zimmerman 05/20/2010 **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).

Represents the grant of Series Z-1 Incentive Units pursuant to the Essex Portfolio, L.P. Long Term Incentive Plan issued in May 2010. On January 1, 2011 there will be a 20% conversion ratchet if the FFO target of \$4.75 is achieved. Subsequent vesting will be tied to the

- (1) percentage increase in FFO with a minimum of 0% and a maximum of 14%. The 2010 Z-1 Units will be convertible into OP units at the earliest of 1) a change in control, 2) after the entire 2010 grant reaches a 100% conversion percentage, 3) on January 1, 2026 (no additional vesting to occur after 15 years).
- (2) A capital contribution of \$1.00 per series Z-1 Incentive Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.