

ESSEX PROPERTY TRUST INC

Form 4

December 16, 2015

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 *
EUDY JOHN D

(Last) (First) (Middle)

**C/O ESSEX PROPERTY
TRUST, 1100 PARK PLACE,
SUITE 200**

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/15/2015		M ⁽¹⁾		2,500	A \$ 132.03 ⁽²⁾	9,268	D	
Common Stock	12/15/2015		S ⁽¹⁾		2,500	D \$ 233.25	6,768	D	
Common Stock	12/15/2015		M ⁽¹⁾		3,400	A \$ 143.03 ⁽³⁾	10,168	D	
Common	12/15/2015		S ⁽¹⁾		3,400	D \$	6,768	D	

Stock 234.18

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

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(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. Amount or Number of Shares
Stock Option (Right to Purchase)	\$ 132.03 (2)	12/15/2015		M(1)	2,500	(4) 12/06/2021	Common Stock	2,500
Stock Option (Right to Purchase)	\$ 143.03 (3)	12/15/2015		M(1)	3,400	(5) 12/11/2019	Common Stock	3,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EUDY JOHN D C/O ESSEX PROPERTY TRUST 1100 PARK PLACE, SUITE 200 SAN MATEO, CA 94403	Executive Vice President

Signatures

s/ John Farias, Attorney
in Fact 12/16/2015

__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 transactions reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 25, 2015.
- (2) Under the options terms, the maximum value that the reporting person could receive is \$100 per share. The value in excess of such amount, \$1.22, was remitted to the Issuer by the reporting person in addition to the exercise price of \$132.03.
- (3) Under the options terms, the maximum value that the reporting person could receive is \$75 per share. The value in excess of such amount, \$16.15, was remitted to the Issuer by the reporting person in addition to the exercise price of \$143.03.
- (4) Vested 10% on December 6, 2011, and 20% on each annual anniversary thereafter.
- (5) Vested 10% on December 11, 2012, and 20% on each annual anniversary thereafter.

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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