

ESSEX PROPERTY TRUST INC

Form 4

July 07, 2016

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 *
SCHALL MICHAEL J

(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)
07/05/2016

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)
President and CEO

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. Code (Instr. 8) | 4. Securities Acquired Transaction(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------|--|--|--|--|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |
| Common Stock | 07/05/2016 | | M ⁽¹⁾ | | 7,000 | A | \$ 143.03 |
| | | | | | | | 47,954 |
| Common Stock | 07/05/2016 | | M ⁽¹⁾ | | 3,000 | A | \$ 132.03 |
| | | | | | | | 50,954 |
| Common Stock | 07/05/2016 | | S ⁽¹⁾ | | 7,000 | D | \$ 218.03 |
| | | | | | | | (2) |
| Common Stock | 07/05/2016 | | S ⁽¹⁾ | | 3,000 | D | \$ 232.03 |
| | | | | | | | 40,954 |

(3)

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) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|--|
| Stock Option (Right to Purchase) | \$ 143.03 (2) | 07/05/2016 | | M(1) | 7,000 | 12/11/2012(2) 12/11/2019 | Common Stock | 7,000 |
| Stock Option (Right to Purchase) | \$ 132.03 (3) | 07/05/2016 | | M(1) | 3,000 | 12/06/2011(3) 12/06/2021 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHALL MICHAEL J C/O ESSEX PROPERTY TRUST 1100 PARK PLACE, SUITE 200 SAN MATEO, CA 94403 | | | President and CEO | |

Signatures

/s/ John Farias, Attorney
in Fact

07/07/2016

__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 May 12, 2016.

Under the option terms, the maximum value that the reporting person could receive is \$75 per share. 10% of these options vested on

(2) December 11, 2012, the date of the grant, and 20% of these options vest each year through 2016 with the remaining 10% vesting in 2017. Column 9 includes as of the date hereof unvested options of 16,500 shares.

Under the option terms, the maximum value that the reporting person could receive is \$100 per share. 10% of these options vested on

(3) December 6, 2011, the date of the grant, and 20% of these options vest each year through 2015 with the remaining 10% vesting in 2016. Column 9 includes as of the date hereof unvested options of 2,000 shares.

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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