

ESSEX PROPERTY TRUST INC  
Form 8-K  
September 30, 2004

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

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FORM 8-K

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Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 30, 2004**

[Essex Property Trust, Inc.](#)

*(Exact name of registrant as specified in its charter)*

Commission file number 001-13106

**Maryland**

*(State or Other Jurisdiction of Incorporation or Organization)*

**77-0369576**

*(IRS Employer Identification Number)*

925 East Meadow Drive  
Palo Alto, California 94303

*(Address of principal executive offices including zip code)*

(650) 494-3700

*(Registrant's telephone number, including area code)*

Not Applicable

*(Former name or former address, if changed since last report) (Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure**

On September 30, 2004, officers of Essex Property Trust, Inc., a Maryland Corporation (the "Registrant"), delivered an investor presentation that included written communication comprised of slides which are described and filed as Exhibit 99.1 to this Report on Form 8-K and incorporated herein by reference.

The information furnished pursuant to this Item, including Exhibit 99.1, shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Act of 1934, or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Exhibit 99.1 contains certain "non-GAAP financial measures." The reason for using non-GAAP financial measures are explained on page 49 of our Annual Report on Form 10-K for the year ended December 31, 2003 and on page 36 of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned therunto duly authorized.

Date: September 30, 2004

Essex Property Trust, Inc.

By: /s/ Michael J. Schall

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Michael J. Schall  
*Senior Executive Vice President & Chief Financial Officer*

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EXHIBIT INDEX

| <u>Exhibit<br/>Number</u> | <u>Description</u>  |
|---------------------------|---|
| Exhibit 99.1              | Written communication comprised of slides shown during an investor presentation on September 30, 2004 furnished pursuant to Item 7.01 of this Form 8-K. |

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