

LARSON ROBERT E  
Form 4/A  
December 07, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LARSON ROBERT E

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
C/O ESSEX PROPERTY TRUST, 925 EAST MEADOW DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
11/08/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
PALO ALTO, CA 94303

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/10/2010

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	11/08/2010		M		2,500 A \$ 46.99	13,477	D	
Common Stock	11/08/2010		M		2,500 A \$ 50.88	15,977	D	
Common Stock	11/08/2010		M		2,500 A \$ 57.57	18,477	D	
Common Stock	11/08/2010		M		2,500 A \$ 62.34	20,977	D	
	11/08/2010		M		498 <sup>(2)</sup> A \$ 79.25	21,475	D	

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Common Stock							
Common Stock	11/08/2010	M	0 <sup>(2)</sup>	A	\$ 107.56	21,475	D
Common Stock	11/08/2010	M	<u>2,176</u> <sup>(2)</sup>	A	\$ 66.05	23,651	D
Common Stock	11/08/2010	S	12,674	D	\$ 115.39	10,977	D

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

SEC 1474  
(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to purchase)	\$ <u>46.99</u> <sup>(1)</sup>	11/08/2010		M	2,500	05/15/2002 05/15/2011	Common Stock	2,500	
Director Stock Option (right to purchase)	\$ <u>50.88</u> <sup>(1)</sup>	11/08/2010		M	2,500	05/14/2003 05/14/2012	Common Stock	2,500	
Director Stock Option (right to purchase)	\$ <u>57.57</u> <sup>(1)</sup>	11/08/2010		M	2,500	05/13/2004 05/13/2013	Common Stock	2,500	
Director Stock	\$ <u>62.34</u> <sup>(1)</sup>	11/08/2010		M	2,500	05/11/2005 05/11/2014	Common Stock	2,500	

Option  
(right to  
purchase)

Director Stock Option (right to purchase)	\$ 79.25 <u>(1)</u>	11/08/2010	M	498 <u>(2)</u>	05/10/2006	05/10/2015	Common Stock	498
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Director Stock Option (right to purchase)	\$ 107.56 <u>(1)</u>	11/08/2010	M	0 <u>(2)</u>	05/09/2007	05/09/2016	Common Stock	0
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Director Stock Option (right to purchase)	\$ 66.05	11/08/2010	M	2,176 <u>(2)</u>	01/30/2010	01/30/2019	Common Stock	2,176
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARSON ROBERT E C/O ESSEX PROPERTY TRUST 925 EAST MEADOW DRIVE PALO ALTO, CA 94303	X			

## Signatures

/s/ Michael T. Dance (Attorney  
in fact) 12/07/2010

\_\_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).

(1) This amended Form 4 is being filed to add, among, other things, the exercise price of director stock options that were exercised.

This amended Form 4 is being filed to correct that on 11/08/2010: (i) options with an exercise price of \$79.25 for 498 shares (rather than 2,500 as previously reported) were exercised, and (ii) no options with an exercise price of \$107.56 were exercised (it was previously reported that such options were exercised) and (iii) options with an exercise price of \$66.05 for 2,176 shares were exercised (such exercise was not previously reported).

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.