

ESSEX PROPERTY TRUST INC
 Form 4
 December 11, 2014

FORM 4

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

OMB APPROVAL

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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 *
 SCHALL MICHAEL J

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/09/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and CEO

C/O ESSEX PROPERTY TRUST, 925 EAST MEADOW DRIVE

(Street)

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

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

PALO ALTO, CA 94303

(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)
				(A) or (D)	Price		
				Code	V	Amount	

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)

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Form 4 reporting requirements, the foregoing excludes 3,750 LTIP Units also granted on December 9, 2014 that are scheduled to vest 20% on each of the first five anniversaries of December 9, 2014, subject to continued employment through such dates and the achievement of certain performance criteria based on the Issuer's relative total return to shareholders measured against an industry-specific index through December 9, 2015.

- (4) 1,250 of the LTIP Units granted were vested upon grant. 1,875 of the LTIP Units granted are scheduled to vest based on the achievement of certain performance criteria based on the Issuer's total return to shareholders through December 9, 2015. In accordance with applicable Form 4 reporting requirements, the foregoing excludes 1,875 LTIP Units also granted on December 9, 2014 that are scheduled to vest based on the achievement of certain performance criteria based on the Issuer's relative total return to shareholders measured against an industry-specific index through December 9, 2015.

- (5) Represents LTIP Units granted on December 10, 2013 that were earned on December 10, 2014 based on the achievement of certain performance criteria based on the Issuer's relative total return to shareholders measured against industry-specific indices through December 10, 2014. These LTIP Units are scheduled to vest 25% on each of the first four anniversaries of December 10, 2013, subject to continued employment through such dates.

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.