

LARSON ROBERT E  
Form 4/A  
December 07, 2010

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

OMB APPROVAL

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**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)

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

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

C/O ESSEX PROPERTY TRUST, 925 EAST MEADOW DRIVE

(Street)

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

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		
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.

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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	
				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  
(1)

11/08/2010

M

498  
(2)

05/10/2006

05/10/2015

Common  
Stock

498

Director  
Stock  
Option  
(right to  
purchase)

\$ 107.56  
(1)

11/08/2010

M

0 (2)

05/09/2007

05/09/2016

Common  
Stock

0

Director  
Stock  
Option  
(right to  
purchase)

\$ 66.05

11/08/2010

M

2,176  
(2)

01/30/2010

01/30/2019

Common  
Stock

2,176

## 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) 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.

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