HENEGHAN THOMAS

Form 4 May 12, 2009

FORM 4

OMB APPROVAL

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

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287 January 31, Expires:

2005

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

Symbol

response...

See Instruction

1(b).

(Print or Type Responses)

HENEGHAN THOMAS

1. Name and Address of Reporting Person *

			~	Y LIFES ERTIES II				(Check all applicable)			
(Last)	(First)	(Middle)		of Earliest To Day/Year)	ransaction		_		Director 10% Owner Officer (give title Other (specify		
	JFACTURED I ITIES INC, 2 N		05/12/2	•			ł	below) below) EVP and CEO			
PLAZA #80	00										
	(Street)			endment, Day/Yea		1	I	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO,	, IL 60606						Ī	Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					ly Owned					
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any		3. Transaction Code (Instr. 8)	4. Securit oner Dispos (Instr. 3, 4)	ed of (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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$.01	05/12/2009			S	10,000	D	\$ 38.604	154,514	D		
Common Stock, par value \$.01	05/12/2009			A	2,000 (1)	A	\$ 38.16	156,514	D		
Common Stock, par value \$.01								27,690	I	by Spouse	

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Common			by 401K
Stock, par	1,201.89	I	Plan
value \$.01			Fiaii

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	8) 1	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
HENEGHAN THOMAS C/O MANUFACTURED HOME COMMUNITIES INC 2 N RIVER PLAZA #800 CHICAGO, IL 60606	X		EVP and CEO				

Signatures

Ken Kroot by Power of Attorney for Thomas P.
Heneghan
05/12/2009

**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) Subject to vesting as follows: 1/3 on 11/12/09, 1/3 on 5/12/10, 1/3 on 5/12/11

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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