

ESSEX PROPERTY TRUST INC  
 Form 4  
 December 09, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
 C/O ESSEX PROPERTY TRUST, 1100 PARK PLACE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
 12/08/2016

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 President and CEO

(Street)  
 SAN MATEO, CA 94403

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

(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 (A) or (D) Price		
Common Stock	12/08/2016		A		2,372 (1)	A	\$ 0 43,326 D
Common Stock	12/08/2016		A		1,437 (2)	A	\$ 0 44,763 D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Purchase) (3)	\$ 219.22	12/08/2016		A	54,241	12/08/2017	12/08/2026	Common Stock	54,241

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHALL MICHAEL J C/O ESSEX PROPERTY TRUST 1100 PARK PLACE, SUITE 200 SAN MATEO, CA 94403			President and CEO	

## Signatures

/s/ John Farias, Attorney  
in Fact  
Date: 12/09/2016

\*\*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) Represents restricted stock units that are fully vested as of the grant date and are subject to restrictions on transfer for the three-year period following the date of grant. In accordance with applicable Form 4 reporting requirements, the foregoing excludes 2,372 restricted stock units also granted on December 8, 2016, that may be earned subject to achievement of certain performance criteria based on the Issuer's relative total return to shareholders measured against an industry-specific index through December 8, 2019.
- (2) Represents restricted stock units that vest 100% on the third anniversary of December 8, 2016, subject to continued employment through such date. In accordance with the applicable Form 4 reporting requirements, the foregoing excludes 1,437 restricted stock units also granted on December 8, 2016 that are scheduled to vest 100% on the third anniversary of December 8, 2016, subject to continued employment through such date 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 8, 2019.
- (3) 33% of these options vest on each anniversary starting on December 8, 2017 and ending on December 8, 2019. Stock options are subject to a \$100 cap upon exercise.

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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