

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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**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
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

