

ESSEX PROPERTY TRUST INC

Form 4

April 25, 2007

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 *
MILLICHAP WILLIAM A

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)

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

925 EAST MEADOW DRIVE, 925
EAST MEADOW DRIVE

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/09/2007 | | S ⁽¹⁾⁽²⁾ | 100 D \$ 145.21 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | | S | 150 D \$ 145.52 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | | S ⁽¹⁾⁽²⁾ | 200 D \$ 146.64 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | | S ⁽¹⁾⁽²⁾ | 300 D \$ 146.6 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | | P | 100 A \$ 146.11 | 0 ⁽³⁾ | I | By son |

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| | | | | | | | | |
|--------------|------------|----------------|-----|---|-----------|-------------------------------------|---|----------------|
| Common Stock | 02/09/2007 | <u>P(1)(2)</u> | 150 | A | \$ 146.11 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | <u>P(1)(2)</u> | 100 | A | \$ 143.55 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | <u>P(1)(2)</u> | 150 | A | \$ 143.51 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | <u>S(1)(2)</u> | 250 | D | \$ 143 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | <u>P(1)(2)</u> | 250 | A | \$ 142.6 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | <u>S(1)(2)</u> | 100 | D | \$ 143.94 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | <u>S(1)(2)</u> | 100 | D | \$ 143.84 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | <u>S(1)(2)</u> | 100 | D | \$ 143.83 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/09/2007 | <u>P(1)(2)</u> | 300 | A | \$ 145.84 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/12/2007 | <u>S(1)(2)</u> | 250 | D | \$ 144.99 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/12/2007 | <u>P(1)(2)</u> | 250 | A | \$ 143.11 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/13/2007 | <u>P(1)(2)</u> | 150 | A | \$ 142.94 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/13/2007 | <u>P(1)(2)</u> | 200 | A | \$ 142.95 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/13/2007 | <u>S(1)(2)</u> | 150 | D | \$ 142 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/13/2007 | <u>P(1)(2)</u> | 150 | A | \$ 141.34 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/13/2007 | <u>S(1)(2)</u> | 200 | D | \$ 142.8 | 0 ⁽³⁾ | I | By son |
| Common Stock | 02/13/2007 | <u>P(1)(2)</u> | 200 | A | \$ 142.94 | 0 ⁽³⁾ | I | By son |
| Common Stock | 04/25/2007 | P | 0 | A | \$ 0 | 7,400 ⁽⁴⁾ ⁽⁵⁾ | D | |
| Common Stock | 04/25/2007 | P | 0 | A | \$ 0 | 18,591 ⁽⁵⁾ | I | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLICHAP WILLIAM A 925 EAST MEADOW DRIVE 925 EAST MEADOW DRIVE PALO ALTO, CA 94303 | X | | | |

Signatures

William A. Millichap 04/25/2007

**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) The above securities transactions were all made by the reporting person's adult son and the reporting person may be deemed to have beneficial ownership interest in these securities. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) The reporting person has paid to Essex Property Trust Inc., \$10,647.50 representing the full amount of the short swing profit, as calculated pursuant to the Section 16 short swing profit methodology, in connection with the above-listed, potential short swing transactions and in connection with the potential short swing transactions listed in the other Form 4 that the reporting person is filing today.
- (3) Holdings as of the date of this filing are reported at end of table.

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- (4) Represent shares of common stock directly owned by Mr. Millichap. Does not include shares of common stock issuable upon exchange of operating partnership units or vested options.
- (5) Represent holdings as of the date of this filing.

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.