

Kleiman Angela L.
Form 4
December 15, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kleiman Angela L.

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President & CFO

SAN MATEO, CA 94403

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. 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 Beneficial Ownership (Instr. 4)
Common Stock	12/07/2017		A	684 ⁽¹⁾ A \$ 0	7,861	D	
Common Stock	12/07/2017		A	538 ⁽²⁾ A \$ 0	8,399	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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
Stock Option (Right to Purchase) (3)	\$ 240.61	12/07/2017		A	17,249	12/07/2018 12/07/2027	Common Stock 17,249

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kleiman Angela L. C/O ESSEX PROPERTY TRUST 1100 PARK PLACE, SUITE 200 SAN MATEO, CA 94403	Executive Vice President & CFO

Signatures

/s/ John Farias, Attorney
in Fact 12/15/2017

__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 1,595 restricted stock units also granted on December 7, 2017, 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 7, 2020.
- (2) Represents restricted stock units that vest 100% on the third anniversary of December 7, 2017, subject to continued employment through such date. In accordance with the applicable Form 4 reporting requirements, the foregoing excludes 1,256 restricted stock units also granted on December 7, 2017 that are scheduled to vest 100% on the third anniversary of December 7, 2017, 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 7, 2020.
- (3) 1/3 of these options vest on each anniversary starting on December 7, 2018 and ending on December 7, 2020. 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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