

ESSEX PROPERTY TRUST INC  
 Form 4  
 April 25, 2007

**FORM 4**

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

OMB APPROVAL

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

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)  
 925 EAST MEADOW DRIVE, 925 EAST MEADOW DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 02/09/2007

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

(Street)  
 PALO ALTO, CA 94303

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

Edgar Filing: ESSEX PROPERTY TRUST INC - Form 4

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



Edgar Filing: ESSEX PROPERTY TRUST INC - Form 4

- (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.