

EUDY JOHN D  
Form 4  
December 15, 2017

**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 \*  
EUDY JOHN D

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)  
12/07/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

C/O ESSEX PROPERTY TRUST, 1100 PARK PLACE, SUITE 200

(Street)

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

SAN MATEO, CA 94403

(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) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 12/07/2017                           |  | A                              | 803 <sup>(1)</sup> A \$ 0   | 9,233   | D  |                                   |
| Common Stock                    | 12/07/2017                           |  | A                              | 419 <sup>(2)</sup> A \$ 0   | 9,652   | 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)

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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 |
| EUDY JOHN D<br>C/O ESSEX PROPERTY TRUST<br>1100 PARK PLACE, SUITE 200<br>SAN MATEO, CA 94403 |               |           | Executive Vice President |       |

## 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 1,874 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 977 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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