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ESSEX PROPERTY TRUST INC

Form 4

December 29, 2005

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

OMB Number:

3235-0287

2005

0.5

Check this box if no longer subject to

Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

Estimated average burden hours per

OMB APPROVAL

response...

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

below)

GUERICKE KEITH R

ESSEX PROPERTY TRUST INC

(Check all applicable)

President & CEO

[ESS]

Symbol

(Last)

(Middle)

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

_X__ Director X_ Officer (give title

10% Owner Other (specify

C/O ESSEX PROPERTY TRUST, 925 EAST MEADOW

DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

12/28/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4)

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)

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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 or 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
Series Z-1 Incentive Unit - Note 1 (1)	(2) (3)	12/28/2005		<u>J(1)</u>	10,456	12/28/2020	12/28/2020	Series Z-1 Incentive Unit	10,456

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 wher runte, radicus	Director	10% Owner	Officer	Other		
GUERICKE KEITH R C/O ESSEX PROPERTY TRUST 925 EAST MEADOW DRIVE PALO ALTO, CA 94303	X		President & CEO			

Signatures

For: Keith R. Guericke, By: Michael Schall (Attorney in Fact)

12/28/2005

**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 the grant of Series Z-1 Incentive Units pursuant to the Esesx Portfolo, L.P. Long Term Incentive Plan. Subject to the conversion Ratchet Percentage described below, the Series Z-q Incentive Units are convertible or reedemable, as the case may be, upon the occurrence of certain events, into either (i) Operating Partnerhip units in Essex Portfolio, L.P. ("OPUs"), and such OPUs are
- (1) converticle into shares of Common Stock. The Conversion Ratchet Percentage, initially set at 20% will increase by up to 10% on January 1 of each year for each holder of SEries Z-1 Incentive Units who remains employed by Essex Property Trust, Inc. if Essex Property Trust, Inc. has met a specificed "funds from operations" per share target, or such other criteria established by the Compensation Committee, for the prior year, up to a maximum Conversion Ratchet Percentage of 100%.
 - 2. The Series Z-1 Incentive Units will automatically convert into OPUs (1) if the Conversion Ratchet Percentage reaches the maximum level of 100%, (2) if none of the participating executives remain employed by Essex Property Trust, Inc., (3) if Essex Property Trust, Inc. dissolves or is liquidated or, (4) at the latest, June 2019. In certain change of control situations, the participating executives will also be
- (2) given the option to convert their units at the then-effective Conversion Ratchet Percentage. In addition, Essex Portfolio, L.P. has the option to redeem Series Z-1 Incentive Units held by any executive whose employment has been terminated for any reason and the obligation to redeem any such units following the death of the holder. In such event, Essex Portfolio, L.P. will redeem the units for, at its option, either OPUs or shares of Common Stock based on the then-effective Conversion Ratchet Percentage.
- (3) 3. The Series Z-1 Incentive Units are convertible into the number of OPUs calculated by dividing (1) the remainder resulting from (a) the portion of the adjusted capital account balance properly allocable to such Series Z-1 Incentive Units minus (b) the product of (i) such

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adjusted capital account balance allocable to such Series Z-1 Incentive Unit multiplied by (ii) (x) 100% less (y) the Conversion Ratchet Percentage applicable to such Series Z-1 Incentive Unit, minus (c) any unpaid capital commitment (2) the average adjusted capital account balance properly allocable to one OPU determined immediately prior to such conversion.

(4) 4. A capital contribution of \$1.00 per Series Z-1 Incentive Unit.

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.