

ZELL GENERAL PARTNERSHIP INC  
 Form 3  
 December 22, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â SZJT Holdings, L.L.C.</p> <p>(Last) (First) (Middle)</p> <p>2 N. RIVERSIDE                  PLAZA,Â SUITE 600</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60606</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/20/2010</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>EQUITY LIFESTYLE PROPERTIES INC [ELS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other                  (give title below) (specify below)                  Member of 10% owner group</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security                  (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned                  (Instr. 4)</p>	<p>3. Ownership Form:                  Direct (D)                  or Indirect (I)                  (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership                  (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security                  (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date                  (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security                  (Instr. 4)</p> <p>Title      Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security:                  Direct (D)                  or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership                  (Instr. 5)</p>
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(Instr. 5)

OP unit in MHC Operating LP <sup>(1)</sup>	03/03/1993	Â <sup>(2)</sup>	Common Stock	98,271 <sup>(3)</sup>	\$ 0	D	Â
OP unit in MHC Operating LP <sup>(1)</sup>	03/03/1993	Â <sup>(2)</sup>	Common Stock	98,271 <sup>(4)</sup>	\$ 0	D	Â
OP unit in MHC Operating LP <sup>(1)</sup>	03/03/1993	Â <sup>(2)</sup>	Common Stock	98,274 <sup>(5)</sup>	\$ 0	D	Â
OP unit in MHC Operating LP <sup>(1)</sup>	03/03/1993	Â <sup>(2)</sup>	Common Stock	32,140 <sup>(6)</sup>	\$ 0	D	Â
OP unit in MHC Operating LP <sup>(1)</sup>	03/03/1993	Â <sup>(2)</sup>	Common Stock	149,985 <sup>(7)</sup>	\$ 0	D	Â
OP unit in MHC Operating LP <sup>(1)</sup>	03/03/1993	Â <sup>(2)</sup>	Common Stock	149,985 <sup>(8)</sup>	\$ 0	D	Â
OP unit in MHC Operating LP <sup>(1)</sup>	03/03/1993	Â <sup>(2)</sup>	Common Stock	149,984 <sup>(9)</sup>	\$ 0	D	Â
OP unit in MHC Operating LP <sup>(1)</sup>	03/03/1993	Â <sup>(2)</sup>	Common Stock	12,033 <sup>(10)</sup>	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZJT Holdings, L.L.C. 2 N. RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606	Â	Â	Â	Member of 10% owner group
SZKT Holdings, L.L.C. 2 N. RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606	Â	Â	Â	Member of 10% owner group
SZMT Holdings, L.L.C. 2 N. RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606	Â	Â	Â	Member of 10% owner group
ZFTGT Holdings, L.L.C. 2 N. RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606	Â	Â	Â	Member of 10% owner group
ZFTJT Holdings, L.L.C. 2 N. RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606	Â	Â	Â	Member of 10% owner group
	Â	Â	Â	Member of 10% owner group

ZFTKT Holdings, L.L.C.  
 2 N. RIVERSIDE PLAZA  
 SUITE 600  
 CHICAGO, IL 60606

ZFTMT Holdings, L.L.C.  
 2 N. RIVERSIDE PLAZA  
 SUITE 600  
 CHICAGO, IL 60606

Â Â Â Member of 10% owner group

ZELL GENERAL PARTNERSHIP INC  
 2 N. RIVERSIDE PLAZA  
 SUITE 600  
 CHICAGO, IL 60606

Â Â Â Member of 10% owner group

## Signatures

By: /s/ Philip G. Tinkler, Vice President 12/22/2010

\_\_Signature of Reporting Person Date

By: /s/ Philip G. Tinkler, Vice President 12/22/2010

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By: /s/ Philip G. Tinkler, Vice President 12/22/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Each OP Unit in MHC Operating Partnership LP may be exchanged, at the election of the holder, at no cost for one share of Common Stock of the Issuer.

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- (2) There is no expiration date on the OP Units.
- (3) Held by SZJT Holdings, L.L.C. whose sole member is a trust for the benefit of members of the Samuel Zell family for which Chai Trust Company, LLC ("Chai") is the trustee.
- (4) Held by SZKT Holdings, L.L.C. whose sole member is a trust for the benefit of members of the Samuel Zell family for which Chai is the trustee.
- (5) Held by SZMT Holdings, L.L.C. whose sole member is a trust for the benefit of members of the Samuel Zell family for which Chai is the trustee.
- (6) Held by ZFTGT Holdings, L.L.C. whose sole member is a trust for the benefit of members of the Samuel Zell family for which Chai is the trustee.
- (7) Held by ZFTJT Holdings, L.L.C. whose sole member is a trust for the benefit of members of the Samuel Zell family for which Chai is the trustee.
- (8) Held by ZFTKT Holdings, L.L.C. whose sole member is a trust for the benefit of members of the Samuel Zell family for which Chai is the trustee.
- (9) Held by ZFTMT Holdings, L.L.C. whose sole member is a trust for the benefit of members of the Samuel Zell family for which Chai is the trustee.
- (10) Held by Zell General Partnership, Inc. whose sole stockholder is Sam Investment Trust for which Chai is the trustee.

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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