

Farias John
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 *
Farias John

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
 Officer (give title below) _____ Other (specify below)
Senior Vice President and CAO

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) Price			
Common Stock	12/07/2017		A	120 ⁽¹⁾ A \$ 0	662	D	
Common Stock	12/07/2017		A	73 ⁽²⁾ A \$ 0	735	D	

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)

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)	Amount or Number of Shares
Stock Option (Right to Purchase) (3)	\$ 240.61	12/07/2017		A	5,040	12/07/2018 12/07/2027	Common Stock	5,040

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farias John C/O ESSEX PROPERTY TRUST 1100 PARK PLACE, SUITE 200 SAN MATEO, CA 94403			Senior Vice President and CAO	

Signatures

/s/ John Farias 12/15/2017
 **Signature of Date
 Reporting Person

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 279 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 169 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.

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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.