

SCORDELIS BYRON A
Form 4
August 28, 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 *
SCORDELIS BYRON 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)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2017

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

SAN MATEO, CA 94403

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 Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------------|-------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/24/2017 | | M | | 3,000 | A | | \$ 155.34 <u>(1)</u> | 4,986 | D | |
| Common Stock | 08/24/2017 | | M | | 3,265 | A | | \$ 164.76 <u>(2)</u> | 8,251 | D | |
| Common Stock | 08/24/2017 | | S | | 6,265 | D | | \$ 267.39 | 1,986 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 (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) | \$ 155.34 | 08/24/2017 | | M | 3,000 | 05/15/2013 05/15/2022 | Common Stock | 3,000 |
| Stock Option (Right to Purchase) | \$ 164.76 | 08/24/2017 | | M | 3,265 | 05/14/2014 05/14/2023 | Common Stock | 3,265 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCORDELIS BYRON A C/O ESSEX PROPERTY TRUST, INC. 1100 PARK PLACE, SUITE 200 SAN MATEO, CA 94403 | X | | | |

Signatures

/s/ John Farias, as Attorney in Fact
08/28/2017
**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)

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Under the option terms, the maximum value that the reporting person could receive is \$100 per share. The value in excess of such amount, \$12.05, was remitted to the Issuer by the reporting person in addition to the exercise price of \$155.34.

- (2) Under the option terms, the maximum value that the reporting person could receive is \$100 per share. The value in excess of such amount, \$2.63, was remitted to the Issuer by the reporting person in addition to the exercise price of \$164.76.

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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