

ESSEX PROPERTY TRUST INC  
 Form 4  
 April 25, 2007

**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 \*  
**MILLICHAP WILLIAM 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)  
**02/09/2007**

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

**925 EAST MEADOW DRIVE, 925 EAST MEADOW DRIVE**

(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

**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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/09/2007		S <sup>(1)(2)</sup>		100 D \$ 145.21	0 <sup>(3)</sup>	I By son
Common Stock	02/09/2007		S		150 D \$ 145.52	0 <sup>(3)</sup>	I By son
Common Stock	02/09/2007		S <sup>(1)(2)</sup>		200 D \$ 146.64	0 <sup>(3)</sup>	I By son
Common Stock	02/09/2007		S <sup>(1)(2)</sup>		300 D \$ 146.6	0 <sup>(3)</sup>	I By son
Common Stock	02/09/2007		P		100 A \$ 146.11	0 <sup>(3)</sup>	I By son

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Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	150	A	\$ 146.11	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	100	A	\$ 143.55	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	150	A	\$ 143.51	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>S<sup>(1)(2)</sup></u>	250	D	\$ 143	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	250	A	\$ 142.6	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>S<sup>(1)(2)</sup></u>	100	D	\$ 143.94	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>S<sup>(1)(2)</sup></u>	100	D	\$ 143.84	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>S<sup>(1)(2)</sup></u>	100	D	\$ 143.83	0 <sup>(3)</sup>	I	By son
Common Stock	02/09/2007	<u>P<sup>(1)(2)</sup></u>	300	A	\$ 145.84	0 <sup>(3)</sup>	I	By son
Common Stock	02/12/2007	<u>S<sup>(1)(2)</sup></u>	250	D	\$ 144.99	0 <sup>(3)</sup>	I	By son
Common Stock	02/12/2007	<u>P<sup>(1)(2)</sup></u>	250	A	\$ 143.11	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>P<sup>(1)(2)</sup></u>	150	A	\$ 142.94	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>P<sup>(1)(2)</sup></u>	200	A	\$ 142.95	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>S<sup>(1)(2)</sup></u>	150	D	\$ 142	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>P<sup>(1)(2)</sup></u>	150	A	\$ 141.34	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>S<sup>(1)(2)</sup></u>	200	D	\$ 142.8	0 <sup>(3)</sup>	I	By son
Common Stock	02/13/2007	<u>P<sup>(1)(2)</sup></u>	200	A	\$ 142.94	0 <sup>(3)</sup>	I	By son
Common Stock	04/25/2007	<u>P</u>	0	A	\$ 0	7,400 <sup>(4)</sup> <sup>(5)</sup>	D	
Common Stock	04/25/2007	<u>P</u>	0	A	\$ 0	18,591 <sup>(5)</sup>	I	By 401(k) Plan

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

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- (4) Represent shares of common stock directly owned by Mr. Millichap. Does not include shares of common stock issuable upon exchange of operating partnership units or vested options.
- (5) Represent holdings as of the date of this filing.

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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