

ESSEX PROPERTY TRUST INC
Form DEF 14A
April 03, 2007

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant
Filed by a party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive additional materials
- Soliciting material under Rule 14a-12

Essex Property Trust, Inc.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transactions applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ESSEX PROPERTY TRUST, INC.
925 East Meadow Drive
Palo Alto, California 94303

April 3, 2007

Dear Stockholder:

You are cordially invited to attend the 2007 annual meeting of stockholders of Essex Property Trust, Inc., a Maryland corporation (the "Company"), to be held at the Stanford Park Hotel, 100 El Camino Real, Menlo Park, California 94025 on May 8, 2007, at 1:00 p.m., Pacific Daylight Time.

The attached notice of annual meeting and proxy statement describe the matters expected to be acted upon at the meeting. We urge you to review these materials carefully.

Please use this opportunity to take part in the Company's affairs by voting on the business to be presented at the meeting. Whether or not you plan to attend the meeting, please complete, sign, date and return the accompanying proxy card as promptly as possible. If you attend the meeting, you may vote in person, even if you have previously mailed your proxy card.

We look forward to seeing you at the annual meeting.

Sincerely,

/s/ Keith R. Guericke

Keith R. Guericke
Vice Chairman of the Board,
Chief Executive Officer and President

ESSEX PROPERTY TRUST, INC.

Notice of Annual Meeting of Stockholders
To Be Held May 8, 2007

The 2007 annual meeting of stockholders (the "Annual Meeting") of Essex Property Trust, Inc., a Maryland corporation (the "Company"), will be held at the Stanford Park Hotel, 100 El Camino Real, Menlo Park, California 94025 on May 8, 2007 at 1:00 p.m., Pacific Daylight Time, to consider and vote upon the following proposals:

1. Election of the following three Class I directors of the Company to serve until the 2010 annual meeting of stockholders and until their successors are elected and qualified: Keith R. Guericke, Issie N. Rabinovitch, and Thomas E. Randlett.

2. Ratification of the appointment of KPMG LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2007.

3. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

The foregoing items of business, including the nominees for directors, are more fully described in the proxy statement which is attached and made a part of this notice.

The Board of Directors has fixed the close of business on February 28, 2007 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

Whether or not you expect to attend the Annual Meeting in person, you are urged to complete, sign, date and return the enclosed proxy card as promptly as possible in the enclosed postage-prepaid envelope to ensure your representation and the presence of a quorum at the Annual Meeting. If you send in your proxy card and then decide to attend the Annual Meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the proxy statement. By Order of the Board of Directors,

/s/ Keith R. Guericke

Keith R. Guericke
Vice Chairman of the Board,
Chief Executive Officer and President
Palo Alto, California
April 3, 2007

ESSEX PROPERTY TRUST, INC.
925 East Meadow Drive
Palo Alto, California 94303

This Proxy Statement is furnished to the holders (the “Stockholders”) of the outstanding shares of Common Stock \$0.0001 par value (the “Common Stock”) of Essex Property Trust, Inc., a Maryland corporation (the “Company”), in connection with the solicitation by the Company’s Board of Directors (the “Board”) of proxies in the accompanying form for use in voting at the 2007 annual meeting of Stockholders of the Company (the “Annual Meeting”) to be held on May 8, 2007 at 1:00 p.m., Pacific Daylight Time, at the Stanford Park Hotel, 100 El Camino Real, Menlo Park, California 94025 and any adjournment or postponement thereof.

This Proxy Statement and the accompanying proxy card are first being mailed to Stockholders on or about April 3, 2007.

Form of Proxy Card

This Proxy Statement is accompanied by a form of proxy card for use by Stockholders.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is exercised by delivering to the Company (to the attention of Mr. Jordan E. Ritter) a written notice of revocation or a properly executed proxy bearing a later date, or by attending the Annual Meeting and voting in person.

Solicitation and Voting Procedures

The solicitation of proxies will be conducted by mail and the Company will bear all attendant costs. These costs will include the expense of preparing and mailing proxy materials for the Annual Meeting and reimbursements paid to brokerage firms and others for their expenses incurred in forwarding solicitation material regarding the Annual Meeting to the Stockholders.

The Company may use the services of Corporate Investor Communications, Inc. to assist in soliciting proxies and, in such event, the Company expects to pay approximately \$10,000 for such services. The Company may conduct further solicitation personally, telephonically or by facsimile through its officers, directors and regular employees, none of whom will receive additional compensation for assisting with the solicitation.

The presence at the Annual Meeting, either in person or by proxy, of Stockholders holding a majority of the shares of Common Stock outstanding on the Record Date (as defined below) will constitute a quorum for the purposes of approving Proposals 1 and 2 at the Annual Meeting. The close of business on February 28, 2007 has been fixed as the record date (the “Record Date”) for determining the Stockholders entitled to notice of and to vote at the Annual Meeting. Each share of Common Stock outstanding on the Record Date is entitled to one vote on Proposals 1 and 2. As of the Record Date, there were 23,431,947 shares of Common Stock outstanding.

Shares of Common Stock represented by proxies that reflect abstentions or “broker non-votes” (i.e., shares held by a broker or nominee which are represented at the Annual Meeting but with respect to which such broker or nominee is not empowered to vote on a particular proposal) will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum. The affirmative vote of a plurality of the shares of Common Stock present in person or by proxy and entitled to vote is required to elect directors. Accordingly, abstentions or broker non-votes as to the election of directors will not affect Proposal 1, the election of the candidates receiving the most votes. Approval of Proposal 2 requires the affirmative vote of a majority of the shares of Common Stock who are present or represented by proxy and entitled to vote at the Annual Meeting. For purposes of the vote on

Proposal 2, abstentions will have the same effect as a vote against such Proposal and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote on such Proposal.

Stockholder votes will be tabulated by the persons appointed by the Board to act as inspectors of election for the Annual Meeting. The New York Stock Exchange permits member organizations to give proxies, whether or not instructions have been received from beneficial owners, to vote as to Proposal 1, the election of directors, and also on matters of the type contained in Proposal 2. The shares of Common Stock represented by properly executed proxy cards will be voted at the Annual Meeting as indicated or, if no instruction is given, in favor of Proposals 1 and 2. The Company does not presently know of any other business which may come before the Annual Meeting.

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Householding of Annual Meeting Materials

Some brokers and other nominee record holders may be participating in the practice of “householding” proxy statements and annual reports. This means that only one copy of the proxy statement and annual report may have been sent to multiple Stockholders in a Stockholder’s household. The Company will promptly deliver a separate copy of either document to any Stockholder who contacts the Company’s investor relations department at (650) 494-3700 requesting such copies. If a Stockholder is receiving multiple copies of the proxy statement and annual report at the Stockholder’s household and would like to receive a single copy of these documents for a Stockholder’s household in the future, Stockholders should contact their broker, other nominee record holder, or the Company’s investor relations department to request mailing of a single copy of the proxy statement and annual report.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the beneficial ownership of shares of Common Stock as of the Record Date for (i) each person known by the Company to hold more than 5% of the outstanding shares of the Company’s Common Stock, (ii) each director and each of the executive officers named in the Summary Compensation Table below and employed by the Company on the Record Date, and (iii) all directors and such executive officers as a group.

Beneficial ownership in the following table is determined in accordance with the rules of the Securities and Exchange Commission (“SEC”). In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of Common Stock subject to options held by that person that are currently exercisable or exercisable within 60 days of the Record Date are deemed outstanding and shares underlying Series Z and Series Z-1 Incentive Units, which are currently non-forfeitable or are non-forfeitable within 60 days of the Record Date, are also deemed outstanding. Such shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of each other person. To the Company’s knowledge, except as set forth in the footnotes to this table and subject to applicable community property laws, each person named in the table below has sole voting and investment power with respect to the shares set forth opposite such person’s name.

| Name | Amount and Nature of Beneficial Ownership (1) | Percentage of Common Stock Outstanding (2) | Percentage of Shares of Common Stock Outstanding and Operating Partnership Interests (3) |
|-----------------------------|--|---|---|
| George M. Marcus(4)(5) | 1,759,267 | 7.1% | 6.8% |
| William A. Millichap (4)(6) | 137,531 | * | * |
| Keith R. Guericke (4)(7) | 166,614 | * | * |
| Michael J. Schall (4)(8) | 98,963 | * | * |
| Michael T. Dance (4)(9) | 9,665 | * | * |
| | 25,282 | * | * |

| | | | |
|--|-----------|------|------|
| John D. Eudy (4)(10) | | | |
| Craig K. Zimmerman (4)(11) | 38,885 | * | * |
| David W. Brady (4)(12) | 4,500 | * | * |
| Robert E. Larson (4)(13) | 27,992 | * | * |
| Gary P. Martin (4)(14) | 25,000 | * | * |
| Issie N. Rabinovitch (4)(15) | 26,500 | * | * |
| Thomas E. Randlett (4)(16) | 23,625 | * | * |
| Willard H. Smith, Jr. (4)(17) | 27,500 | * | * |
| All directors and executive officers as a group (13 persons) (18) | 2,360,730 | 9.4% | 9.1% |
| Morgan Stanley (19) | 2,206,446 | 9.4% | 8.5% |
| RREEF America, L.L.C. (20) | 1,857,120 | 7.9% | 7.2% |
| Cohen & Steers, Inc. (21) | 1,704,150 | 7.3% | 6.6% |
| AMVESCAP, PLC (22) | 1,577,700 | 6.7% | 6.1% |
| Vanguard Group, Inc. (23) | 1,473,322 | 6.3% | 5.7% |
| Barclays Global Investors, NA (24) | 1,339,720 | 5.7% | 5.2% |
| Adelante Capital Management LLC (25) | 1,183,547 | 5.1% | 4.6% |

* Less than 1%

- (1) Mr. Marcus, certain officers and directors of the Company and certain other entities and investors own limited partnership interests in Essex Portfolio, L.P., a California limited partnership (the “Operating Partnership”), which presently aggregate to approximately a 9.6% limited partnership interest. The Company presently has approximately 90.4% general partnership interest in the Operating Partnership. The limited partners of the Operating Partnership share with the Company, as general partner, in the net income or loss and any distributions of the Operating Partnership. Pursuant to the partnership agreement of the Operating Partnership, limited partnership interests can be exchanged into shares of the Company’s Common Stock.
- (2) With respect to shares of Common Stock, assumes exchange of the limited partnership interests in the Operating Partnership held by such person, if any, into shares of the Company’s Common Stock. The total number of shares outstanding used in calculating this percentage assumes that none of the limited partnership interests or vested options held by other persons are exchanged or converted into shares of the Company’s Common Stock and is based on 23,431,947 shares of the Company’s Common Stock outstanding as of the Record Date.
- (3) Assumes exchange of all outstanding limited partnership interests (including non-forfeitable Series Z and Series Z-1 Incentive Units) in the Operating Partnership for shares of the Company’s Common Stock, which would result in an additional 2,523,771 outstanding shares of Common Stock. Assumes that none of the interests in partnerships (such as Downreits), other than the Operating Partnership, held by other persons are exchanged into shares of Common Stock, and that none of the vested stock options held by other persons are converted into shares of Common Stock.
- (4) The business address of such person is 925 East Meadow Drive, Palo Alto, California 94303.
- (5) Includes 1,140,482 shares of Common Stock that may be issued upon the exchange of all of Mr. Marcus’ limited partnership interests in the Operating Partnership and in certain other partnerships and 301,194 shares and 15,941 shares of Common Stock that may be issued upon the exchange of all the limited partnership interests in the Operating Partnership held by The Marcus & Millichap Company (“M&M”) and Essex Portfolio Management Company (“EPMC”), respectively. As of the Record Date, Mr. Marcus had pledged to a commercial bank 1,063,056 units of limited partnership interests in the Operating Partnership. Also includes 155,000 shares of Common Stock held by M&M, 25,750 shares of Common Stock held in The Marcus & Millichap Company 401(k) Plan (the “M&M 401(k) Plan”), 20,000 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date and 4,000 shares of Common Stock held by Mr. Marcus’ children. Mr. Marcus is a principal stockholder of each of M&M and EPMC and may be deemed to own beneficially, and to share the voting and dispositive power of, 472,435 shares of Common Stock (including shares issuable upon exchange of limited partnership interests). Mr. Marcus disclaims beneficial ownership of (i) all shares, options and limited partnership interests held by M&M, and (ii) 6,376 shares of Common Stock that may be issued upon conversion of limited partnership interests held by EPMC.
- (6) Includes 73,099 shares of Common Stock that may be issued upon the exchange of all of Mr. Millichap’s limited partnership interests in the

Operating Partnership and 15,941 shares of Common Stock that may be issued upon the exchange of all of the limited partnership interests in the Operating Partnership held by EPMC. Includes 22,500 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date, and 18,591 shares of Common Stock held in the M&M 401(k) Plan. Mr. Millichap disclaims beneficial ownership of 9,565 of the 15,941 shares of Common Stock that may be issued upon conversion of limited partnership interests held by EPMC.

- (7) Includes 82,564 shares of Common Stock that may be issued upon the exchange of all of Mr. Guericke's limited partnership interests in the Operating Partnership. Also includes 7,427 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date, 5,279 shares of Common Stock held in the Essex Property Trust, Inc. 401(k) Plan (the "Essex 401(k) Plan"), and 27,705 shares that may be issued in exchange for non-forfeitable Series Z and Series Z-1 Incentive Units. Excludes 22,770 shares of Common Stock issuable upon satisfying certain requirements of the Series Z and Series Z-1 Incentive Units.
- (8) Includes 35,354 shares of Common Stock that may be issued upon the exchange of all of Mr. Schall's limited partnership interests in the Operating Partnership. Also includes 469 shares of Common Stock held in the Essex 401(k) Plan, and 24,310 shares that may be issued in exchange for non-forfeitable Series Z and Series Z-1 Incentive Units. Further includes 860 shares of Common Stock held by Mr. Schall's three children. Excludes 20,415 shares of Common Stock issuable upon satisfying certain requirements of the Series Z and Series Z-1 Incentive Units.
- (9) Includes 3,665 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date and 6,000 shares that may be issued in exchange for non-forfeitable Series Z-1 Incentive Units. Excludes 9,000 shares of Common Stock issuable upon satisfying certain requirements of the Series Z-1 Incentive Units.
- (10) Includes 2,457 shares of Common Stock that may be issued upon the exchange of all of Mr. Eudy's limited partnership interests in the Operating Partnership. Also includes 1,495 shares of Common Stock held in the Essex 401(k) Plan and 20,460 shares that may be issued in exchange for non-forfeitable Series Z and Series Z-1 Incentive Units. Excludes 17,241 shares of Common Stock issuable upon satisfying certain requirements of the Series Z and Series Z-1 Incentive Units.
- (11) Includes 18,425 shares of Common Stock that may be issued upon the exchange of all of Mr. Zimmerman's limited partnership interests in the Operating Partnership and certain other partnerships. Also includes 20,460 shares that may be issued in exchange for non-forfeitable Series Z and Series Z-1 Incentive Units. Excludes 17,241 shares of Common Stock issuable upon satisfying certain requirements of the Series Z and Series Z-1 Incentive Units.

- (12) Includes 4,500 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date.
- (13) Includes 17,500 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date.
- (14) Includes 20,000 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date.
- (15) Includes 14,000 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date.
- (16) Includes 14,500 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date.
- (17) Includes 20,000 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date. Mr. Smith is a director of certain funds of Cohen & Steers and he disclaims beneficial ownership of the shares of Common Stock of the Company held by Cohen & Steers Capital Management.
- (18) Includes 1,697,689 shares of Common Stock that may be issued upon the exchange of all of the executive officers' and directors' limited partnership interests in the Operating Partnership and certain other partnerships and 144,092 shares of Common Stock subject to options that are exercisable within 60 days of the Record Date. Also, includes 98,934 shares that may be issued in exchange for non-forfeitable Series Z and Series Z-1 Incentive Units. Excludes 86,668 shares of Common Stock issuable upon satisfying the requirements of the Series Z and Series Z-1 Incentive Units.
- (19) As reported on Schedule 13G, filed February 14, 2007, Morgan Stanley and its wholly-owned subsidiary Morgan Stanley Investment Management, Inc. state that Morgan Stanley has the shared power to vote and direct the vote of 545 shares and shared dispositive power over no shares, and has the sole power to vote and direct the vote of 1,550,983 shares and sole dispositive power over 2,206,446 shares; and that Morgan Stanley Investment Management, Inc. has the shared power to vote and direct the vote of 545 shares and shared dispositive power over no shares, and has the sole power to vote and direct the vote of 1,443,110 shares and sole dispositive power over 2,003,630 shares. Addresses: Morgan Stanley, 1585 Broadway, New York, NY 10036; Morgan Stanley Investment Management, Inc., 1221 Avenue of the Americas, New York, NY 10020.
- (20) As reported on Schedule 13G, filed January 31, 2007, Deutsche Bank AG and its subsidiaries RREEF America, L.L.C., Deutsche Asset Management, Inc. and Deutsche Bank Trust Company Americas state that Deutsche Bank has the sole power to vote and direct the vote of 1,066,661 shares and sole dispositive power over 1,857,120 shares; RREEF America has the sole power to vote and direct the vote of 1,042,361 shares and sole dispositive power over 1,831,720 shares; Deutsche Asset Management has the sole power to vote and direct the vote of 24,300 shares and sole dispositive power over 24,300 shares; and Deutsche Bank Trust Company Americas has the sole dispositive power over 1,100 shares. The address for Deutsche Bank AG is Taunusanlage 12, D-60325, Frankfurt am Main, Federal Republic of Germany.
- (21) As reported on Schedule 13G filed February 13, 2007, Cohen & Steers, Inc. and its 100% owned subsidiary Cohen & Steers Capital Management, Inc. and its 50% owned subsidiary Houlihan Rovers SA state that Cohen & Steers has the shared power to vote and direct the vote of

20,635 shares and shared dispositive power over 20,635 shares, and has the sole power to vote and direct the vote of 1,448,015 shares and sole dispositive power over 1,683,515 shares, for total beneficial ownership over 1,704,150 shares; Cohen & Steers Capital Management has the shared power to vote and direct the vote no shares and shared dispositive power over no shares, and has the sole power to vote and direct the vote of 1,448,015 shares and sole dispositive power over 1,683,515 shares; and Houlihan Rovers SA has no shared power to vote or dispose of shares and has the sole power to vote and direct the vote of 20,635 shares and sole dispositive power over 20,635 shares. The address for Cohen & Steers is 280 Park Avenue, New York, NY 10017.

- (22) As reported on Schedule 13G filed February 14, 2007, AMVESCAP PLC states on behalf of itself and its subsidiaries PowerShares Capital Management LLC and INVESCO Institutional (N.A.), Inc., that PowerShares Capital Management has the sole power to vote and direct the vote of 628 shares and sole dispositive power over 628 shares and INVESCO Institutional has the sole power to vote and direct the vote of 1,577,700 shares and sole dispositive power over 1,577,700 shares. The address for AMVESCAP PLC is 30 Finsbury Square, London EC2A 1AG, England.
- (23) As reported on Schedule 13G, filed February 14, 2007, The Vanguard Group, Inc., and its wholly owned subsidiary, Vanguard Fiduciary Trust Company, have the sole power to vote and direct the vote of 9,820 shares and sole dispositive power over 1,473,322 shares. The address for The Vanguard Group, Inc. is 100 Vanguard Boulevard, Malvern, PA 19355.
- (24) As reported on Schedule 13G, filed January 23, 2007, Barclays Global Investors, NA, Barclays Global Fund Advisors, Barclays Global Investors, Ltd. and Barclays Global Investors Japan Limited state that Barclays Global Investors, NA has the sole power to vote and direct the vote of 442,019 shares and sole dispositive power over 522,268 shares; Barclays Global Fund Advisors has the sole power to vote and direct the vote of 792,310 shares and sole dispositive power over 792,310 shares; Barclays Global Investors, Ltd. has the sole power to vote and direct the vote of 16,958 shares and sole dispositive power over 16,958 shares; and Barclays Global Investors Japan Limited has the sole power to vote and direct the vote of 8,184 shares and sole dispositive power over 8,184 shares. The addresses of the listed Barclays entities are 45 Fremont Street, San Francisco, CA 94105, and Ebisu Prime Square Tower, 8th Floor, 1-1-39 Hiroo Shibuya-ku, Tokyo 150-0012 Japan.
- (25) As reported on Schedule 13G filed February 14, 2006, Adelante Capital Management LLC is an investment advisor registered under Section 203 of the Investment Advisors Act of 1940. Adelante Capital Management LLC has the sole dispositive power over 1,183,547 shares. The address for Adelante Capital Management LLC is 555 12th Street, Suite 2100, Oakland, CA 94607.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

The Company's Charter divides the Company's directors into three classes. The members of each class of directors serve staggered three-year terms. The Board presently has the following ten directors: Keith R. Guericke, Issie N. Rabinovitch and Thomas E. Randlett who are classified as Class I directors; David W. Brady, Robert E. Larson, Michael J. Schall and Willard H. Smith, Jr. who are classified as Class II directors; and George M. Marcus, Gary P. Martin, and William A. Millichap who are classified as Class III directors. The terms of each of the current Class I, Class II and Class III directors expire at the annual meetings of stockholders to be held in 2007, 2008 and 2009, respectively, and upon such directors' respective successors being elected and qualified or until any such directors' earlier resignation or removal.

At the Annual Meeting, the Stockholders will elect three directors: if elected, nominees Keith R. Guericke, Issie N. Rabinovitch and Thomas E. Randlett will serve as Class I directors for three-year terms. All of the nominees are currently directors of the Company, and each of the nominees named below has consented, if elected as a director of the Company, to serve until his term expires. The Class I directors will serve until the annual meeting of stockholders to be held in 2010 and until such directors' respective successors are elected and qualified or until such directors' earlier resignation or removal. The Board believes that each such nominee will stand for election and will serve if elected as a director. However, in the event any nominee is unable or unwilling to serve as a director at the time of the Annual Meeting, the proxies may be voted for the balance of those nominees named and for any substitute nominee designated by the present Board or the proxy holders to fill such vacancy, or for the balance of those nominees named without nomination of a substitute, or the Board may be reduced in accordance with the Bylaws of the Company.

The affirmative vote of a plurality of the shares of Common Stock present in person or by proxy and entitled to vote at the Annual Meeting, assuming a quorum is present, is necessary for the election of a director. For purposes of the election of directors, abstentions and other shares not voted will not be counted as votes cast and will have no effect on the result of the vote.

Certain information about Keith R. Guericke, Issie N. Rabinovitch and Thomas E. Randlett, the Class I director nominees, is furnished below.

Keith R. Guericke, Director, has held the position of President and Chief Executive Officer of the Company since 1988. Mr. Guericke joined the Company's predecessor, Essex Property Corporation, in 1977 to focus on investment strategies and portfolio expansion. Mr. Guericke prepared the Company for its IPO in 1994, and has since significantly increased the Company's multifamily portfolio in supply-constrained markets along the West Coast. Mr. Guericke is a member of the National Association of Real Estate Investment Trusts, the American Institute of Certified Public Accountants, the National Multi-Housing Council, and several local apartment industry groups. Prior to joining Essex, Mr. Guericke began his career with Kenneth Leventhal & Company, a CPA firm noted for its real estate expertise. Mr. Guericke received his Bachelor of Science degree in Accounting from Southern Oregon College in 1971.

Issie N. Rabinovitch, Director, is a partner at Cheyenne Capital, a venture capital firm. He was the Chief Executive Officer of Mainsail Networks, a telecommunications company in 2000 and 2001. Prior to joining Cheyenne Capital, Mr. Rabinovitch served from 1991 to 1994 as President and Chief Executive Officer of Micro Power Systems, Inc., a company engaged in the designing, manufacturing and marketing of multiple semiconductor products. From 1985 to 1991, Mr. Rabinovitch was President of Berkeley International Capital Corporation, a venture capital firm. From 1983 to 1985, Mr. Rabinovitch was President of Crowntek Software International, a software development and distribution company. Before joining Crowntek, he was employed by the Xerox Corporation in various management roles. Mr. Rabinovitch received a Bachelor of Science degree from McGill University in 1967 and a Master's of Business Administration degree from Harvard University in 1970.

Thomas E. Randlett, Director, is a certified public accountant and has been engaged as a director at the Law & Economics Consulting Group, Inc. since 1992. Mr. Randlett's professional specialties include the real estate and construction, financial institutions and transportation industries. Prior to joining the Law & Economics Consulting Group, Mr. Randlett was a managing partner and senior real estate specialist for Peat Marwick Main & Company in Northern California, where he had been employed since 1966, and then a consultant at the New York branch of Midland Bank from 1989 to 1990. Mr. Randlett is a director and member of the audit committee of Greater Bay Bancorp (NASDAQ). He is a former member of the Policy Advisory Board, School of Real Estate and Urban Economics, University of California at Berkeley and a current member of the American Institute of Certified Public

Accountants (“AICPA”), National Association of Real Estate Investment Trusts (“NAREIT”) and California Society of Certified Public Accountants (“CSCPA”). He received a Bachelor of Arts degree from Princeton University in 1966.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
A VOTE FOR
THE ELECTION OF ALL NOMINEES NAMED ABOVE**

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth information as of the Record Date with respect to the directors and executive officers, including their ages.

| Name and Position | Age | First Elected | Term Expires |
|--|-----|---------------|--------------|
| George M. Marcus Chairman of the Board | 65 | 1994 | 2009 |
| William A. Millichap Director | 63 | 1994 | 2009 |
| Keith R. Guericke Vice Chairman of the Board, Chief Executive Officer and President | 58 | 1994 | 2007 |
| Michael J. Schall Director, Senior Executive Vice President and Chief Operating Officer | 49 | 1994 | 2008 |
| Michael T. Dance Executive Vice President and Chief Financial Officer | 50 | — | — |
| John D. Eudy Executive Vice President-Development | 52 | — | — |
| Craig K. Zimmerman Executive Vice President-Acquisitions | 56 | — | — |
| David W. Brady Director | 66 | 1994 | 2008 |
| Robert E. Larson Director | 68 | 1994 | 2008 |
| Gary P. Martin Director | 59 | 1994 | 2009 |
| Issie N. Rabinovitch Director | 61 | 1994 | 2007 |

| | | | |
|--------------------|----|------|------|
| Thomas E. Randlett | | | |
| Director | 64 | 1994 | 2007 |

| | | | |
|-----------------------|----|------|------|
| Willard H. Smith, Jr. | | | |
| Director | 70 | 1996 | 2008 |

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Biographical information concerning the Class I director nominees is set forth above under the caption "Proposal No. 1 Election of Directors." Biographical information concerning other directors of the Company and the executive officers of the Company (some of whom are also directors) is set forth below.

Michael J. Schall, Director, is the Senior Executive Vice President and Chief Operating Officer of the Company and is responsible for the strategic planning and executive supervision of Essex's property operations, corporate finance, redevelopment and co-investment programs. From 1993 to 2005, Mr. Schall was Essex's Chief Financial Officer, responsible for the organization's financial and administrative matters. He joined The Marcus & Millichap Company in 1986. He was also the Chief Financial Officer of Essex's predecessor, Essex Property Corporation. From 1982 to 1986, Mr. Schall was the Director of Finance for Churchill International, a technology-oriented venture capital company. From 1979 to 1982, Mr. Schall was employed in the audit department of Ernst & Whinney, where he specialized in the real estate and financial services industries. Mr. Schall received a Bachelor of Science degree from the University of San Francisco in 1979. Mr. Schall is a Certified Public Accountant and is a member of NAREIT, the National Multi Housing Council and AICPA.

Michael T. Dance, the Company's Executive Vice President and Chief Financial Officer, joined the Company on February 15, 2005. Prior to joining the Company, and from September 2002, Mr. Dance provided accounting research, consulting, and litigation support services, while teaching as an adjunct Professor for the University of California at Berkeley, HAAS School of Business. From July 2004 through January 2005, he also served as the Executive Director at the Center for Financial Reporting and Management at the University of California at Berkeley, HAAS School of Business. Michael Dance began his career at Peat, Marwick, Mitchell & Co. in 1978. From 1990 to 2002, he was a partner with KPMG LLP, where he worked with clients in the real estate, construction, health care and technology industries. He graduated from California State University, with a B.A. in Economics and is a CPA. Mr. Dance is a member of the AICPA and CSCPA.

John D. Eudy is responsible for development activities, from the point of acquisition through construction and stabilization. Mr. Eudy joined the Company's predecessor, Essex Property Corporation, in 1985. While at the Company, Mr. Eudy has been responsible for numerous activities including arranging of financing, due diligence, asset management and asset disposition. Prior to joining the Company, Mr. Eudy was a Vice President in the Commercial Real Estate Investment Group of Crocker National Bank from 1980 to 1985 and Home Federal Savings from 1977 to 1980. He received a Bachelor of Science degree in Finance from San Diego State University in 1977 and is a graduate of the University of Southern California's Management Leadership School. Mr. Eudy is a member of the Urban Land Institute and NAREIT. Mr. Eudy also serves on the Board of Directors of Silvergate Bank in San Diego, which specializes in secured real estate lending.

Craig K. Zimmerman is responsible for acquisition activities. Mr. Zimmerman joined the Company's predecessor, Essex Property Corporation, in 1984 and was primarily responsible for the acquisition of multifamily residential properties. Prior to joining the Company, Mr. Zimmerman was the Vice President of Acquisitions with Prometheus Development Company, a national real estate developer and a principal in Zimmerman Properties. From 1975 through 1978, Mr. Zimmerman worked as a real estate acquisitions specialist for American Equities Corporation. He received a Bachelor of Arts degree in Rhetoric from the University of California at Berkeley in 1974.

David W. Brady, Director, holds the Bowen H. and Janice Arthur McCoy endowed chair at Stanford University Graduate School of Business and is a professor of political science in Stanford University School of Humanities and Sciences since 1988. Dr. Brady served as an associate Dean for academic affairs at the Graduate School of Business from 1996 until 2000, and continues to teach corporate ethics in both MBA and executive education. He is a Deputy Director at the Hoover Institution and senior fellow by courtesy at the Institute for International Studies, both on the Stanford campus. He was a member of the advisory council for the Kansai Silicon Valley Venture Forum in Japan.

Dr. Robert E. Larson, Director, has been a General Partner of the Woodside Fund, a venture capital firm based in the Silicon Valley of Northern California, since 1983. Dr. Larson currently serves as a director of APX, Inc., Azaire Networks, Inc., NCE Pharmaceuticals, and Skye Investment Advisors. Prior to 1983, Dr. Larson was founder, director and President of Systems Control, Inc. and was employed by IBM Corporation, Hughes Aircraft Company and SRI International. He was a Consulting Professor at Stanford University from 1973 to 1988 and President of the International Institute of Electrical and Electronics Engineers (IEEE) in 1982. Dr. Larson received his Bachelor of Science Degree from M.I.T. in 1960, and his Master's and Doctorate degrees from Stanford University in 1961 and 1964, respectively, all in Electrical Engineering.

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George M. Marcus is the founder and has been the Chairman of Essex Property Corporation (predecessor to Essex Property Trust, Inc.) and The Marcus & Millichap Company since their inception in 1971. The Marcus & Millichap Company is the parent company of a diversified group of real estate service, investment and development firms. Mr. Marcus was one of the original founders of Greater Bay Bancorp, a publicly held financial institution, and continues to serve on its board of directors. Included among Mr. Marcus' professional memberships are the Board of Regents of the University of California, the Real Estate Roundtable, the Policy Advisory Board of the University of California at Berkeley — Center for Real Estate and Urban Economics, as well as numerous other professional and community organizations. He graduated with a Bachelor of Science degree in Economics from San Francisco State University; he was honored as Alumnus of the Millennium in 1999. Mr. Marcus is also a graduate of the Harvard Business School of Owners / Presidents Management Program and the Georgetown University Leadership Program.

Gary P. Martin, a private investor, was the Vice President and Chief Financial Officer of Mobile Smart, a semiconductor company serving the automotive industry for the period from September 2000 to July 2002. From April 1998 to August 2000, he served as Vice President and Chief Financial Officer of Halo Data Devices, a supplier of data storage products for the disk drive market. Mr. Martin served from August 1995 to January 1998 as Vice President of Finance and Chief Financial Officer of 3Dfx Interactive, Inc. Prior to this position, from September 1993 to July 1995, he served as Vice President of Finance and the Chief Financial Officer for MiniStor Peripherals Corporation, a supplier of data storage products for the mobile computer market. From 1985 to 1993, he was Senior Vice President of Finance and Administration for Chips and Technologies, Inc., where he also developed joint business ventures within the Soviet Union. From 1983 to 1984, Mr. Martin was Vice President of Finance and Chief Financial Officer for Starstruck, Inc., a company involved in space development through private enterprise. In addition, Mr. Martin was one of the earliest employees at Apple Computer, Inc., where he held both corporate and European controller positions during the period from 1977 to 1983. Prior to working at Apple Computer, Inc., from 1971 to 1977, he worked for Aero Air Freight and National Semiconductor. He received a Bachelor of Science degree in Accounting from San Jose State University in 1971.

William A. Millichap is the Chairman of Marcus & Millichap Real Estate Brokerage Company. From 1984 to 2000, he was the President of The Marcus & Millichap Company and Marcus & Millichap Real Estate Investment Brokerage Company. Mr. Millichap joined G.M. Marcus & Company in 1971 as one of its first sales associates and became a regional manager in 1974. In 1976, he became a principal, and the name of the company was subsequently changed to The Marcus & Millichap Company. Mr. Millichap became Executive Vice President and President of The Marcus & Millichap Company in 1978 and 1984, respectively. Mr. Millichap is a member of the International Council of Shopping Centers and the National Venture Capital Association, and serves on the Board of Directors of the National Multi-Housing Council. Mr. Millichap is also on the Board of Directors of Loopnet (LOOP, Nasdaq). In addition, Mr. Millichap is a member of the Board of Directors of numerous privately held companies. Mr. Millichap received a Bachelor of Science degree in Economics from the University of Maryland in 1965. Prior to becoming affiliated with Mr. Marcus in 1971, he served as an officer in the United States Navy.

Willard H. Smith, Jr., Director, was employed at Merrill Lynch & Co. from 1979 through 1995, and served as Managing Director since 1983 in their Equity Capital Markets Division. From 1992 through 1995, Mr. Smith's primary focus was the REIT industry. His duties as Managing Director at Merrill Lynch included evaluating companies' capital structure and equity requirements, placing offerings with Merrill Lynch's retail and institutional client base, and assessing the market's demand for potential equity security offerings. Mr. Smith sits on the boards of Cohen & Steers family of mutual funds, Realty Income Corporation, and Crest Net Lease, Inc. Prior to joining Merrill Lynch & Co., Mr. Smith worked at F. Eberstadt & Company from 1971 to 1979. Mr. Smith received his Bachelor of Science degree in Business Administration 1959, and Bachelor of Science degree in Industrial Engineering in 1960 from the University of North Dakota.

BOARD AND CORPORATE GOVERNANCE MATTERS

Meetings of the Board of Directors

During 2006, the Board held 7 meetings (in person, telephonically or by written consent). Each director attended (whether in person, telephonically or by written consent) at least 75% of the total number of the meetings of the Board and meetings of each committee of the Board on which he served. In 2006, the Board had six committees: the Executive Committee, the Audit Committee, the Compensation Committee, the Stock Incentive Plan Committee, the Nominating and Corporate Governance Committee and the Pricing Committee. In February 2006, the Board dissolved the Stock Incentive Plan Committee which to that date had administered the 2004 Stock Incentive Plan, and the Compensation Committee assumed the administration of the 2004 Stock Incentive Plan.

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The members of the committees during fiscal 2006 are identified in the following table:

| Director | Executive | Audit | Compensation | Stock Incentive Plan (discontinued 2/2006) | Nominating/ Corporate Governance | Pricing |
|--------------------------|-----------|-------|--------------|--|--|---------|
| David W. Brady | | X | | | | |
| Keith R. Guericke | X | | | | | X |
| Robert E. Larson | | | X | X | X | |
| George M. Marcus | Chair | | X | | | |
| Gary P. Martin | | X | | Chair | | |
| William A. Millichap | | | | | | |
| Issie N. Rabinovitch | | | Chair | X | X | |
| Thomas E. Randlett | X | Chair | | | Chair | |
| Michael J. Schall | | | | | | X |
| Willard H. Smith, Jr. | | | | | | Chair |

Annual Meeting of Stockholders

The Company encourages, but does not require, its Board members to attend the annual stockholders meeting. Nine of the Company's ten directors attended the 2006 annual meeting of stockholders.

Committees of the Board of Directors

The Executive Committee has such authority as is delegated by the Board, including the authority to execute certain contracts and agreements with unaffiliated parties, except that the Executive Committee does not have the power to declare dividends or other distributions on stock, elect directors, issue stock other than in certain limited circumstances, recommend to the stockholders any action which requires stockholder approval, amend the Bylaws, or approve any merger or share exchange which does not require stockholder approval. The Executive Committee met (in person, telephonically or by written consent) 4 times during 2006.

The Audit Committee recommends the appointment of an independent registered public accounting firm to audit the financial statements of the Company for the fiscal year for which they are appointed, reviews audit reports and takes such action as may be deemed appropriate with respect to such audit reports. The Audit Committee also monitors the effectiveness of the audit effort, the Company's financial and accounting organization and its system of internal controls over financial reporting, and it reviews any allegations of wrongdoing that involve Company personnel. The Audit Committee operates under a written charter, which can be viewed at the Company's website on www.essexpropertytrust.com. The Board of Directors has determined that all Audit Committee members have no financial or personal ties to the Company (other than director compensation and equity ownership as described in this proxy statement) and meet the New York Stock Exchange standard for independence. In addition, the Board of Directors has determined that all members of the Audit Committee are financially literate. The Board of Directors has limited the number of audit committees of public companies on which a current member of the Company's Audit Committee can simultaneously serve to three committees. The Audit Committee met (in person, telephonically or by written consent) 9 times during 2006.

The Board of Directors has also determined that Thomas E. Randlett is the “audit committee financial expert” as defined by the SEC’s Regulation S-K Item 407(d).

The Compensation Committee establishes and reviews annually the Company’s general compensation policies applicable to the Company’s executive officers, reviews and approves the level of compensation of the Chief Executive Officer and other executive officers of the Company, reviews and advises the Board concerning the performance of the Chief Executive Officer and other employees whose compensation is within the review jurisdiction of the Compensation Committee, reviews and advises the Board concerning regional and industry-wide compensation practices and trends, and recommends benefit plans from time to time. The Compensation Committee also administers the 2004 Stock Incentive Plan.

The Compensation Committee operates under a written charter which can be viewed at www.essexpropertytrust.com. All members of the Compensation Committee are independent directors within the meaning of the rules of the New York Stock Exchange. The Compensation Committee met (in person, telephonically or by written consent) 6 times during 2006.

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The Board has delegated authority to the Chief Executive Officer (the “CEO”) to grant stock options under the 2004 Stock Incentive Plan to Company employees (other than executive officers) in accordance with guidelines as to the number range of options to be granted to particular categories of employees. The CEO can grant such stock options in an amount not to exceed an aggregate of 20,000 shares. The CEO is to report all stock options, made pursuant to this delegation, to the Board’s Compensation Committee. After each such report, the CEO automatically has the authority to grant further stock options up to a 20,000 share limitation.

The Nominating and Corporate Governance Committee (the “Nominating Committee”) assists the Board of Directors in selecting nominees for election to the Board and monitors the composition of the Board. The Board of Directors has determined that all members of the Nominating Committee meet the independence requirements of the rules and regulations of the New York Stock Exchange. The Nominating Committee met twice during 2006.

The Nominating Committee will consider and make recommendations to the Board of Directors regarding any stockholder recommendations for candidates to serve on the Board of Directors. However, it has not adopted a formal process for that consideration because it believes that the informal consideration process has been adequate, given the historical absence of stockholder proposals, among other considerations. The Nominating Committee will review periodically whether a more formal policy should be adopted. Stockholders wishing to recommend candidates for consideration by the Nominating Committee may do so by writing to Jordan E. Ritter, Corporate Secretary, Essex Property Trust, Inc., 925 East Meadow Drive, Palo Alto, California 94303, providing the candidate’s name, biographical data and qualifications, a document indicating the candidate’s willingness to act if elected, and evidence of the nominating stockholder’s ownership of the Company’s stock at least 120 days prior to the next annual meeting to assure time for meaningful consideration by the Nominating Committee. The Nominating Committee evaluates nominees for directors using the criteria described below and it will use the same criteria when evaluating a nominee recommended by a Stockholder.

The Nominating Committee operates under a written charter setting forth the functions and responsibilities of the committee. A copy of the charter can be viewed at the Company’s website on www.essexpropertytrust.com.

In reviewing potential candidates for the Board, the Nominating Committee considers the individual’s real estate experience, the general business or other experience of the candidate, the needs of the Company for an additional or replacement director, the personality of the candidate, the candidate’s interest in the business of the Company, as well as numerous other subjective criteria. Of greatest importance is the individual’s integrity, willingness to get involved and ability to bring to the Company experience and knowledge in areas that are most beneficial to the Company. The Board intends to continue to evaluate candidates for election to the Board on the basis of the foregoing criteria.

The Nominating Committee further reviews current trends and practices in corporate governance and recommends to the Board of Directors the adoption of programs pertinent to the Company.

The Pricing Committee establishes the price at which the Company’s securities will be offered to the public in public offerings of the Company’s securities. The Pricing Committee met once in 2006.

Presiding Independent Director

The Board has designated, in accordance with New York Stock Exchange corporate governance listing standards, George M. Marcus as the presiding independent director. The Company’s non-management directors meet at regularly scheduled executive sessions without management at which George M. Marcus presides.

Director Independence

Under independence standards established by the Board, a director does not qualify as independent unless the Board affirmatively determines that the director has no material relationship with the Company, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company. The Board considers such facts and circumstances as it deems relevant to the determination of director independence. To assist in making its determination regarding independence, the Board considers, at a minimum, the following categorical standards:

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- A director is not independent if the director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company.
- A director is not independent if the director has received, or has an immediate family member that is an executive officer of the Company and who has received, during any twelve-month period with the last three years, more than \$100,000 in direct compensation from the Company (other than director and committee fees and compensation or other forms of deferred compensation for prior service, which compensation is not contingent upon continued service).
- A director is not independent if (i) the director or an immediate family member is a current partner of a firm that is the Company's internal or external auditor; (ii) the director is a current employee of such a firm, (iii) the director has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or (iv) the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time.
- A director is not independent if the director or an immediate family member is, or has been within the last three years, employed as an executive officer of any other company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.
- A director is not independent if the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.
- A director is not independent if the director serves an executive officer of any tax exempt organization to which the Company has made, within the preceding three years, contributions in any single fiscal year that exceeded the greater of \$1 million, or 2% of such tax exempt organization's consolidated gross revenues.

The Board has determined that the following directors have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company), and each is independent within the meaning of independence as set forth in the rules of the New York Stock Exchange: David W. Brady, Robert E. Larson, George M. Marcus, Gary P. Martin, William A. Millichap, Issie N. Rabinovitch, Thomas E. Randlett, and Willard H. Smith, Jr.

In determining the independence of Mr. Rabinovitch, the board considered that his son-in-law is employed by Essex as one of several regional directors of land acquisitions and is not an executive officer. The board also considered the ownership of Essex equity securities by the directors and determined, in accordance with principles of the NYSE listing standards, that such ownership is not inconsistent with a determination of independence.

Access to Corporate Governance Policies

Stockholders may access the Company's committee charters, the code of ethics and corporate governance guidelines at Company's Internet website at www.essexpropertytrust.com. Copies of the Company's committee charters, corporate governance guidelines and code of ethics will be provided to any Stockholder upon written request to Jordan E. Ritter, Corporate Secretary, Essex Property Trust, Inc., 925 East Meadow Drive, Palo Alto, California 94303.

Communication with Directors

The Company endeavors to ensure that the views of stockholders and other interested parties are heard by the Board or individual directors, as applicable. Our corporate governance guidelines (which may be accessed at www.essexpropertytrust.com) provide that the identity of the presiding director will be set forth in the annual meeting proxy statement, together with a method for interested parties to communicate directly with the presiding director or with the non-management directors as a group. Stockholders or any other interested parties wishing to formally communicate with the Board of Directors, non-management directors, or any individual directors may send communications directly to the presiding director of the Board: George M. Marcus, Chairman of the Board, c/o Essex Property Trust, Inc., 925 East Meadow Drive, Palo Alto, California 94303.

Compensation Committee Interlocks and Insider Participation

The Company's Compensation Committee was formed in June 1994. No interlocking relationship existed in 2006 or presently exists between any member of the Company's Compensation Committee or Board of Directors on the one hand and another company's compensation committee or Board of Directors on the other hand. Certain transactions and relationships between the Company and certain of its officers and directors are set forth below in the section titled "Certain Relationships and Related Transactions."

Relationships Among Directors or Executive Officers

There are no family relationships among any of the directors or executive officers of the Company.

DIRECTOR COMPENSATION

Each director, who is not an executive officer, receives the following compensation:

An annual grant of options to purchase 2,500 shares of Essex Common Stock at the closing market price of the Common Stock on the date of grant. These options vest in full on the first anniversary of the grant date. This annual grant occurs as of the annual shareholder's meeting date. In 2006, pursuant to this arrangement, each director, who was not an executive officer, received a grant of an option to purchase 2,500 shares of Common Stock at an exercise price of \$107.56.

An annual cash retainer, paid quarterly, in the amount of \$22,000 per year.

A board attendance fee of \$1,000 per meeting attended.

A committee attendance fee of \$500 per meeting, except as to regularly scheduled Audit Committee meetings, for which a \$1,000 attendance fee is paid. As of December 5, 2006, the Audit Committee attendance fee was increased to \$2,000 per meeting. With the exception of meetings of the Audit Committee, no meeting attendance fees shall apply when both Board of Directors and committee meetings occur on the same day.

The Chairman of the Audit Committee, Mr. Randlett, receives \$10,000 per year, payable quarterly, in addition to the other compensation indicated above.

Each non-employee director, upon joining the Board of Directors, receives an automatic grant of an option to purchase 4,000 shares of Common Stock at an exercise price equal to 100% of the fair market value of the Common Stock at the date of the grant of such option. In the event of a change in control of the Company, the Board may unilaterally cancel unexercised director options after advance written notice has been provided to each affected director.

The table below summarizes the compensation our company paid to non-employee directors for the fiscal year ended December 31, 2006. Mr. Guericke, our chief executive officer, is a director and Vice Chairman, and Mr. Schall, our chief operating officer, is a director, but they are not included in the table below because they do not receive any additional compensation for services provided as a director.

| Name | Fees Earned or Paid in Cash (\$) | Option Awards (1)(2) (\$) | Total (\$) |
|------------------|----------------------------------|---------------------------|------------|
| David W. Brady | \$37,000 | \$53,342 | \$90,342 |
| Robert E. Larson | 33,000 | 53,342 | 86,342 |
| George M. Marcus | 33,500 | 53,342 | 86,842 |

| | | | |
|-----------------------|--------|--------|---------|
| Gary P. Martin | 37,000 | 53,342 | 90,342 |
| William A. Millichap | 29,000 | 53,342 | 82,342 |
| Issie N. Rabinovitch | 32,500 | 53,342 | 85,842 |
| Thomas E. Randlett | 49,500 | 53,342 | 102,842 |
| Willard H. Smith, Jr. | 29,500 | 53,342 | 82,842 |

(1) These dollar amounts reflect the compensation expenses recognized by the Company in 2006 for financial statement reporting purposes in accordance with FAS 123R for all equity awards made to directors in or before 2006. Therefore, these amounts do not represent payments actually received by the directors.

- The assumptions used to calculate the value of the awards are set forth in Note 1(k) and Note 14 of the Notes to Consolidated Financial Statements in our Form 10-K for the year ended December 31, 2006.

- On May 9, 2006, the date of our last annual meeting, Essex granted each director an option to purchase 2,500 shares of our common stock with an exercise price of \$107.56 per share, that vests in full on May 9, 2007. The full grant date fair value under FAS 123R of each of these 2,500 share grants was \$53,342.

(2) As of December 31, 2006, each director had the following numbers of shares underlying stock options (vested and unvested) then outstanding: David W. Brady: 7,000 options; Robert E. Larson: 20,000 options; George M. Marcus: 22,500 options; Gary P. Martin: 22,500 options; William A. Millichap: 25,000 options; Issie N. Rabinovitch: 16,500 options; Thomas E. Randlett: 17,000 options; and Willard H. Smith, Jr.: 22,500 options.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview. This section discusses and analyzes the material elements of the compensation for our executive officers named in the executive compensation tables that follow this section. Our Board's Compensation Committee, composed of independent, non-employee directors, determines and approves the compensation arrangements for the named executive officers. Additional information concerning the Committee is set forth above under "Proposal No.1 - Election of Directors, Committees of the Board of Directors."

Mr. Guericke, our Chief Executive Officer, recommends to the Compensation Committee the levels of base salary, annual bonus and long-term equity for the named executive officers other than himself, within the elements of compensation otherwise established by the Committee. Other named executive officers do not participate in compensation decisions for the named executive officers.

In 2006, the Compensation Committee retained SMG (the Schonbraun McCann Group) as an independent compensation consultant reporting directly to the Committee for the purpose of evaluating current executive compensation data at a suitable group of peer companies, recommending base salary and bonus levels for the named executive officers in light of this data, and assisting the Committee in establishing a new long-term incentive program and compensation levels for our senior executive officers for 2007 and after.

The peer group included 15 equity REITs, eight of which are reasonably similar to the Company in revenue size and market capitalization and seven of which are equity REITs that invest in apartments. The Compensation Committee considered the peer group information as a general guide in determining overall compensation levels in light of the Committee's view of appropriate, market-based compensation levels. However, the Committee did not utilize any specific or numeric percentile or other benchmark within the peer group companies for this purpose.

Objectives. The objectives of our compensation program for named executive officers are to:

- Attract, retain, and motivate executive officers through the overall design and mix of cash, equity, and short and long-term compensation elements,
- Reward individual performance by tying significant portions of short-term compensation in the form of salary and annual bonus opportunity to achievement of individual performance, and
- Align the interests of executive officers with the interests of our stockholders by tying significant portions of short and long-term compensation, in the form of annual bonus and long-term convertible operating partnership incentive unit awards, to increasing distributable cash flow to shareholders, and increasing the value of our common stock, based on the acquisition and management of apartment communities.

Within these objectives, the Compensation Committee believes that the primary goal of our executive compensation program should be related to creating stockholder value. The Committee seeks to offer the named

executive officers competitive compensation opportunities based upon their personal performance, the financial performance of Essex as compared to other REITs, and their contribution to that performance. The executive compensation program is designed to attract and retain executive talent that contributes to long-term success, to reward the achievement of our short-term and long-term strategic goals, to link executive officer compensation and stockholder interests through equity-based plans, and to recognize and reward individual contributions to corporate performance.

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Key elements. The key elements of our current compensation program for the named executive officers are summarized in the table below:

| Compensation element: | Why this element is included: | How the amount of this element is determined: | How this elements fits in the overall program: |
|--|---|---|---|
| Base salary | Customary element necessary to hire and retain executives. | Base salary and any changes in salary are based on views of individual retention or performance factors and market data at peer companies (but without specific benchmarking). | Short-term cash compensation that is fixed and paid during the year. |
| Annual bonus | Customary element appropriate to motivate executives and tie a significant compensation opportunity to a mix of individual and corporate performance. | Annual bonus is based primarily on discretionary and subjective review of individual and business performance factors. | Short-term cash compensation that is contingent on Compensation Committee discretion. |
| Equity incentive - convertible incentive units issued by the Essex operating partnership | Equity compensation tailored to our corporate structure that complements cash compensation and provides performance incentive and value based on stock appreciation and for long-term retention of management. Unit holders also receive short-term compensation from these units in the form of a pro rata share of regular | Series Z and Z-1 incentive units were issued and sold to executive officers, including the named executive officers then employed, in 2001, 2004 and 2005. No units were issued in 2006. These incentive units are intended to link this element of compensation to targeted levels of growth in funds from operations per share of an increase of 10% over the prior year. Unit awards are determined at a dollar amount that | Long-term compensation is primarily contingent on performance goals and an increase in long-term value of our common stock into which units are ultimately exchangeable. The sale of these incentive units is contractually prohibited and units cannot be converted into operating partnership units (or exchanged for our common |

| | | | |
|----------------------------|--|--|---|
| | quarterly distributions, based on the distribution ratchet, equal to the dividends on the common stock paid out by Essex. | will motivate and retain executives. | shares) until certain conditions are met or 15 years after the inception of the respective unit plan, which is designed to retain executives over the vesting period. |
| Deferred compensation plan | Supplemental element to assist in retaining executives. | Executive officers may defer up to 100% of their base salary and bonus. | A tax planning benefit for executives. |
| Severance plan | For hiring and retaining executives, this element provides a reasonable level of continued economic benefit if a change of in control and related termination were to occur. | The element provides that in the event of a change in control and related termination within 12 months thereafter, an executive receives two times current annual salary and targeted bonus, continued insurance benefits and potential tax gross up payments. | Supplement to the base salary and annual bonus arrangements, which addresses possible change in control situations. |
| Perquisites | Customary elements necessary to hire and retain executives. | Generally based on perquisites being offered by comparable companies. | Supplement to the base salary. |

Base Salaries. None of our named executive officers has an employment agreement. For 2006, the Compensation Committee established base salaries payable in cash in light of the review and recommendations described under “Overview” above, subjective assessments of individual performance, scope of responsibilities, expertise and experience, and Essex’s financial performance and condition. These salaries are reported in the Summary Compensation Table below.

Annual Bonuses. Each named executive officer is eligible to earn an annual cash bonus based on the achievement of the budget for operating performance approved by our Board and the individual officer meeting performance goals during the year. The performance goals used for determining an officer’s annual bonus fall into one or more of the following categories, as variously determined by the Compensation Committee and by the CEO in his recommendations to the Compensation Committee for each individual:

- individual performance,
- corporate and business unit performance,
- the functions performed by the executive officer, and
- changes in the compensation peer group in which Essex competes for executive talent,

Although the Compensation Committee considers these factors, the Committee’s analysis is generally discretionary and subjective rather than objective, and the weight given such factors may vary from individual to individual.

Each year a target bonus amount is established for each named executive officer, and the sum of all target bonuses are included in the Essex annual business plan which is approved by our Board. To the extent that Essex does not meet its annual business plan targets and its results are less than the plan targets, the annual target bonus amounts can be, and have in the past been, reduced by as much as to zero. In years that Essex exceeds its financial targets, the Compensation Committee has awarded the named executive officers annual bonuses that are as much as 2 times greater than the individual’s target bonus amount.

The bonuses paid for 2006 are reported in the “Bonus” column of the Summary Compensation Table below.

Key specific factors considered by the Compensation Committee and the CEO in his recommendations to the Compensation Committee in determining bonuses for 2006 included:

- the increase in funds from operations per share as compared to other multifamily REITs;
- success in our ability to identify markets with strong long-term growth potential consistent with our strategy;
- our success in acquiring or developing properties in markets targeted by our economic research;

- the implementation of our disposition program, including the reinvestment of funds generated from asset sales; and
- our success in managing joint ventures and in identifying and securing attractive financing alternatives.

Long-Term Equity Incentives. The Essex long-term equity incentive program is designed to provide an opportunity for management to share in the value creation to shareholders over a 10 to 15 year time horizon. The current long-term incentive plan has been in effect since 2001 and the Compensation Committee approves the granting of new awards as well as determining the performance criterion for the annual increases in the conversion percentages (equivalent to vesting) for all outstanding awards.

Awards granted under the Essex long-term incentive program are restricted operating partnership units referred to as Z or Z-1 units, issued and sold to designated executive officers in 2001, 2004 and in 2005. No awards of units (or grants of other equity awards) were made to the named executive officers in 2006.

As described more fully under the caption "Series Z and Series Z-1 Incentive Units," these units become convertible into limited partnership units of the Essex operating partnership that will then be exchangeable for shares of Essex common stock. The conversion rate generally starts at zero upon issuance of the awards and may increase by 10% in each year (up to 20% in certain circumstances in the year following their initial issuance) in which Essex meets performance criteria set forth in the plan or revised criteria set by the Board's Compensation Committee if the Committee deems that the plan's criterion is unachievable for any given year. The sale of these units is contractually prohibited, and units cannot be converted into operating partnership units until certain conditions are met or 15 years after the inception of the plan. Operating partnership units are exchangeable for shares of Essex common stock.

For 2006, the conversion rate of outstanding units increased by 10% effective on January 1, 2007. The 10% increase was based on Essex meeting the plan's stated performance criteria of growth in funds from operations per share in 2006 of 10% or more of the amount of the funds from operations per share in 2005. Funds from operations increased approximately 11.9% in 2006 compared to 2005. For a discussion of funds from operations in 2006 and 2005, see "Item 7. Management's Discussion and Analysis of Financial

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Condition and Results of Operations, Funds from Operations (FFO)” in our Form 10-K for the fiscal year ended December 31, 2006, filed with the SEC on March 1, 2007.

The Compensation Committee considered applicable tax and accounting principles in making these awards, and the number of units awarded were intended to provide equity-based awards to the named executive officers that are competitive with our peer group companies and to provide a meaningful incentive for the officers to continue with Essex for their entire career.

Nonqualified Deferred Compensation. Named executive officers are currently permitted to make elections to defer up to 100% of their base salaries and bonuses under the Essex Portfolio, L.P. Deferred Compensation Plan. Essex believes that providing the named executive officers and other eligible employees with nonqualified deferred compensation opportunities is a cost-effective supplemental benefit to the named executive officer that enables them to defer income tax on deferred salary and bonus payments, even though the related deduction for Essex is also deferred. Essex makes no matching contributions to the plan. Additional information concerning this deferred compensation plan is set forth in the Nonqualified Deferred Compensation table and related text below.

Retirement Benefits. Named executive officers are eligible to participate in the Essex tax-qualified 401(k) plan. Essex does not make any additional matching contributions to the officers’ accounts. Essex does not maintain any defined benefit, pension, or supplemental or “excess” retirement plans for the named executive officers.

Severance and Other Benefits Upon Termination of Employment or Change in Control. Under the Essex Property Trust, Inc. Executive Severance Plan established in May 2001, each of our named executive officers would be entitled to benefits defined under the plan if, within 12 months after a change in control of Essex, the individual’s employment is terminated by the employer without cause or by death or disability, or if the individual resigns for good reason, as defined in the plan.

The benefits in such event generally consist of:

- two times current annual base salary and two times the individual’s target annual bonus;
- continuation of health, dental and life insurance for up to 24 months;
- the right to exercise all vested and unvested stock options or receive a payment cashing out the equity in options, depending on whether the acquiring company elects to assume the options;
- a right to receive “tax gross up payments” sufficient to pay the excise taxes that may arise under Sections 280G and 4999 of the federal tax code concerning “excess parachute payments.”

The Compensation Committee believes that these provisions provide a reasonable level of continued economic benefit to the named executive officer if a change in control and related termination event were to occur, are a reasonable balance to the at will nature (and lack of fixed terms) of employment for the officers, and provide a reasonable level of incentive for the covered individuals to remain with Essex prior to any proposal or contemplation of, and during any negotiations for, a change in control. The Committee also believes that the 12-month period following a change in control in which a terminating event must occur, and the two year’s worth of cash benefits, together with accelerated vesting of options, is in line with or provides lesser benefits than the scope of change in control benefits offered by many companies the Committee considers to be comparable.

As noted above, the Compensation Committee did not grant stock options to named executive officers in 2006 and has determined that further stock option grants are not currently elements of compensation for named executive officers. Mr. Dance is the only named executive officer currently holding unvested stock options, which were granted to him when he became employed by Essex in 2005. Upon a change of control, pursuant to the terms of the applicable plan, the unvested options held by Mr. Dance will receive immediate vesting.

The Series Z and Z-1 incentive units do not receive “accelerated vesting” in the form of increased conversion rights or otherwise upon a change in control (although that is an event which would enable individual holders of units to convert their units at the then otherwise applicable conversion ratio and in turn exchange the resulting operating partnership units for shares of Essex common stock). The severance plan calls for cash benefits at two times the annual rate of current compensation. Named executive officers except for Mr. Dance do not currently hold any unvested stock options. Due to these and other factors, and if a change in control were to occur based on current circumstances, the severance benefits should not result in any “excess parachute payment” or associated tax gross up under the severance plan. However, the computation of the excise tax on excess parachute payments is complex, and results could differ significantly under changed future circumstances.

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Life insurance and perquisites. Named executive officers receive automobile allowances, automobile insurance, annual DMV renewals, health and dental insurance and payment of life insurance premiums. The Committee believes that such perquisites are comparable to, or less than, what are provided by comparable companies.

Tax and Accounting Considerations.

Section 162(m) of the Internal Revenue Code of 1986, as amended, denies a deduction for compensation in excess of \$1 million paid to certain executive officers, unless certain performance, disclosure, and stockholder approval requirements are met. Option grants under the Essex 2004 and 1994 Stock Incentive Plans are intended to qualify as “performance-based” compensation not subject to the Section 162(m) deduction limitation. The Committee’s present intention is to qualify, to the extent reasonable, a substantial portion of the executive officers’ compensation for deductibility under applicable tax laws. However, the Committee reserves the right to design programs that recognize a full range of performance criteria important to the company’s success, even where compensation payable under such programs may not be deductible.

Effective January 1, 2006, Essex adopted the provisions of SFAS No. 123 Revised (“SFAS No. 123(R)”), “Share-Based Payment”, a revision of SFAS No. 123 using the modified prospective approach. Effective January 1, 2004, Essex adopted the fair value method of accounting for its stock-based compensation plans using the retroactive restatement method as provided by SFAS No. 123. SFAS No. 123(R) requires companies to recognize in the income statement the grant-date fair value of stock options and other equity based compensation issued to employees. The average fair value of stock options granted for the years ended December 31, 2006, 2005 and 2004 was estimated on the date of grant using the Black-Scholes option pricing model.

Under the incentive program involving the issuance of Series Z Incentive Units and Series Z-1 Incentive Units of limited partnership interest in the Essex operating partnership, vesting in the units is based on performance criteria established in the plan, the sale of Z units is contractually prohibited, and units cannot be converted into operating partnership units (or exchanged for Essex common shares) until certain conditions are met or 15 years after the inception of the plan. The estimated fair value of a unit is determined on the grant date and considers the company's current stock price, the dividends that are not paid on unvested units and a marketability discount for the 8 to 15 years of illiquidity. Compensation expense for the units is calculated by taking annual vesting increases multiplied by the estimated fair value as of the grant date less each unit’s \$1.00 purchase price.

See Note 14 to Notes to Consolidated Financial Statements in our Form 10-K for the fiscal year ended December 31, 2006, filed with the SEC on March 1, 2007, for a discussion of the accounting for our stock based compensation plans.

Compensation Committee Report

This report is not deemed to be soliciting material, filed with the SEC, or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, except to the extent that Essex specifically incorporates it by reference into a document filed with the SEC.

The Compensation Committee reviewed and discussed the above Compensation Discussion and Analysis (CD&A) with the Company’s management. Based on the review and discussions, the Compensation Committee recommended to the Company’s Board of Directors that the CD&A be included in this proxy statement.

Members of the Compensation Committee

Robert E. Larson
George M. Marcus
Issie N. Rabinovitch

SUMMARY COMPENSATION TABLE

The following table summarizes compensation information for our named executive officers for our fiscal year ended December 31, 2006, which we refer to as "2006."

| Name and Principal Position | Year | Salary (\$) | Bonus (\$) | Stock Awards (\$ (1)) | Option Awards (\$ (2)) | All Other Compensation (\$ (3)) | Total (\$) |
|--|-------------|------------------------|-----------------------|--------------------------------------|---------------------------------------|--|-----------------------|
| Keith R. Guericke Vice Chairman of the Board, Chief Executive Officer and President | 2006 | \$350,000 | \$775,000 | \$194,634 | - | \$16,082 | \$1,335,716 |
| Michael J. Schall Director, Senior Executive Vice President and Chief Operating Officer | 2006 | 295,000 | 650,000 | 172,830 | - | | |