

EQUITY LIFESTYLE PROPERTIES INC
 Form 4
 May 12, 2016

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 *
HENEGHAN THOMAS

2. Issuer Name and Ticker or Trading Symbol
EQUITY LIFESTYLE PROPERTIES INC [ELS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

EQUITY LIFESTYLE PROPERTIES, INC., TWO NORTH RIVERSIDE PLAZA #800

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-Vice Chairman of the Board

(Street)
CHICAGO, IL 60606

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$.01	05/10/2016		A	1,342 ⁽¹⁾	A	\$ 74.53	61,482	D
Common Stock, par value \$.01	05/10/2016		A	101 ⁽²⁾	A	\$ 74.53	61,583	D
Common Stock, par value \$.01	05/10/2016		A	268 ⁽³⁾	A	\$ 74.53	61,851	D

Common Stock, par value \$.01	149,400	I	By Spouse and Children
Common Stock, par value \$.01	130,236	I	By Spouse
Depository Shares	40,000	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENEGHAN THOMAS EQUITY LIFESTYLE PROPERTIES, INC. TWO NORTH RIVERSIDE PLAZA #800 CHICAGO, IL 60606	X		Co-Vice Chairman of the Board	

Signatures

Barb Itter by Power of Attorney for Thomas Heneghan
05/12/2016

**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) Grant of restricted stock subject to vest as follows: 1/3 on 11/10/16, 1/3 on 5/10/17, and 1/3 on 5/10/18

(2) Grant of restricted stock subject to vesting on 5/10/17

(3) Grant of restricted stock subject to vesting as follows: 1/3 on 5/10/17, 1/3 on 5/10/18, and 1/3 on 5/10/19

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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