

ESSEX PROPERTY TRUST INC  
Form 8-K  
July 21, 2006

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 20, 2006**

**ESSEX PROPERTY TRUST, INC.**

(Exact name of registrant as specified in its charter)

**001-13106**

(Commission File Number)

**Maryland**

**77-0369576**

(State of Incorporation)

(I.R.S Employer Identification No.)

**925 East Meadow Drive, Palo Alto, California 94303**

(Address of principal executive offices) (Zip Code)

**(650) 494-3700**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

On July 20, 2006, Essex Property Trust, Inc. (the “Company”) issued a press release announcing its intention to offer 5.2 million shares of its Series G Cumulative Convertible Preferred Stock at \$25 per share for estimated gross proceeds of \$130 million. The Company also intends to grant the underwriter an option to purchase an additional 780,000 shares of its Series G Cumulative Convertible Preferred Stock. The Company’s press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

99.1 Press Release, dated July 20, 2006 issued by Essex Property Trust, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Essex Property Trust, Inc.

/s/ Michael T. Dance

Name: *Michael T. Dance*

Title: *Executive Vice President & Chief Financial Officer*

Date: July 20, 2006