

ESSEX PROPERTY TRUST INC  
Form 8-K  
August 01, 2006

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

---

**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 31, 2006 (July 26, 2006)**

---

**ESSEX PROPERTY TRUST, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**001-13106**  
(Commission File Number)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation)

**77-0369576**  
(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)

**ESSEX PORTFOLIO, L.P.**  
(Exact Name of Registrant as Specified in its Charter)

**333-44467-01**  
(Commission File Number)

**California**  
(State or Other Jurisdiction of  
Incorporation)

**77-0369575**  
(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))

**ITEM 8.01. Other Events.**

In connection with the issuance by Essex Property Trust, Inc. (“Essex”), the general partner of Essex Portfolio, L.P. (the “Operating Partnership”), of shares of its 4.875% Series G Cumulative Convertible Preferred Stock (the “Series G Preferred Stock”), the partnership agreement of the Operating Partnership was amended to establish distribution payments from the Operating Partnership to Essex that will mirror the dividend payments to be made by Essex with respect to the Series G Preferred Stock. Such amendment is set forth in the Twelfth Amendment to the First Amended and Restated Agreement of Limited Partnership of Essex Portfolio, L.P., dated as of July 26, 2006, which is attached hereto as Exhibit 10.1.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
10.1	Twelfth Amendment to the First Amended and Restated Agreement of Limited Partnership of Essex Portfolio, L.P., dated as of July 26, 2006.

**SIGNATURE**

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.

Date: July 31, 2006

ESSEX PROPERTY TRUST, INC.

By: /s/ Michael T. Dance  
Michael T. Dance  
*Executive Vice President &  
Chief Financial Officer*

**SIGNATURE**

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.

Date: July 31, 2006

ESSEX PORTFOLIO, L.P.

By: Essex Property Trust, Inc.  
Its: General Partner

By: /s/ Michael T. Dance  
Michael T. Dance  
*Executive Vice President &  
Chief Financial Officer*

