

ESSEX PROPERTY TRUST INC  
Form SC 13G/A  
February 20, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Essex Property Trust Inc.  
-----

(Name of Issuer)

Common Stock  
-----

(Title of Class of Securities)

297178105  
-----

(CUSIP Number)

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/X/ Rule 13d-1(b)

/ / Rule 13d-1(c)

/ / Rule 13d-1(d)

PAGE 1 OF 8 PAGES

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

LaSalle Investment Management, Inc.  
36-4160747

-----  
(2) Check the Appropriate Box if a Member (a)  /X/  
of a Group (See Instructions) (b)  / /

-----  
(3) SEC Use Only

-----  
(4) Citizenship or Place of Organization  
Maryland

-----  
Number of Shares (5) Sole Voting Power  
Beneficially 55,800

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Owned by  
Each Reporting  
Person With: -----  
(6) Shared Voting Power  
0  
-----  
(7) Sole Dispositive Power  
55,800  
-----  
(8) Shared Dispositive Power  
141,000  
-----  
(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
196,800  
-----  
(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See  
Instructions) / /  
Excludes shares beneficially owned by LaSalle Investment Management  
(Securities), L.P.  
-----  
(11) Percent of Class Represented by Amount in Row (9)  
1.1%  
-----  
(12) Type of Reporting Person (See Instructions)  
IA  
-----

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
LaSalle Investment Management (Securities), Inc. L.P.  
36-3991973  
-----  
(2) Check the Appropriate Box if a Member (a) /X/  
of a Group (See Instructions) (b) / /  
-----  
(3) SEC Use Only  
-----  
(4) Citizenship or Place of Organization  
Maryland  
-----  
Number of Shares (5) Sole Voting Power  
Beneficially 164,300  
Owned by  
Each Reporting (6) Shared Voting Power  
Person With: 1,275,695  
-----  
(7) Sole Dispositive Power  
150,700  
-----  
(8) Shared Dispositive Power  
1,329,295  
-----  
(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
1,479,995  
-----

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(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) / /  
Excludes shares beneficially owned by LaSalle Investment Management, Inc.

(11) Percent of Class Represented by Amount in Row (9)  
8.0%

(12) Type of Reporting Person (See Instructions)  
IA

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1.

- (a) Name of Issuer  
Essex Properties Trust Inc.
- (b) Address of Issuer's Principal Executive Offices  
925 East Meadow Drive  
Palo Alto, California 94303

ITEM 2.

LaSalle Investment Management, Inc. provides the following information:

- (a) Name of Person Filing  
LaSalle Investment Management, Inc.
- (b) Address of Principal Business Office or, if none, Residence  
200 East Randolph Drive  
Chicago, Illinois 60601
- (c) Citizenship  
Maryland
- (d) Title of Class of Securities  
Common Stock, \$.01 par value per share
- (e) CUSIP Number  
411465107

LaSalle Investment Management (Securities), L.P. provides the following information:

- (a) Name of Person Filing  
LaSalle Investment Management (Securities), L.P.
- (b) Address of Principal Business Office or, if none, Residence  
200 East Randolph Drive  
Chicago, Illinois 60601
- (c) Citizenship  
Maryland

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(d) Title of Class of Securities  
Common Stock, \$.01 par value per share  
-----

(e) CUSIP Number  
94856P102  
-----

ITEM 3.\* IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR  
240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) / / Broker or dealer registered under section 15 of the Act  
(15 U.S.C. 78o).
- (b) / / Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) / / Insurance company as defined in section 3(a)(19) of the Act  
(15 U.S.C. 78c).
- (d) / / Investment company registered under section 8 of the Investment  
Company Act of 1940 (15 U.S.C. 80a-8).
- (e) /X/ An investment adviser in accordance with section  
240.13d-1(b)(1)(ii)(E).
- (f) / / An employee benefit plan or endowment fund in accordance with  
section 240.13d-1(b)(1)(ii)(F).
- (g) / / A parent holding company or control person in accordance with  
section 240.13d-1(b)(1)(ii)(G).
- (h) / / A savings association as defined in section 3(b) of the Federal  
Deposit Insurance Act (12 U.S.C. 1813).
- (i) / / A church plan that is excluded from the definition of an investment  
company under section 3(c)(14) of the Investment Company Act of 1940  
(15 U.S.C. 80a-3).
- (j) / / Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

\* This response is provided on behalf of LaSalle Investment Management,  
Inc. and LaSalle Investment Management (Securities), L.P., each an investment  
adviser under Section 203 of the Investment Advisers Act of 1940.

ITEM 4. OWNERSHIP

If the percent of the class owned, as of December 31 of the year covered  
by the statement, or as of the last day of any month described in Rule  
13d-1(b)(2), if applicable, exceeds five percent, provide the following  
information as of that date and identify those shares which there is a right  
to acquire.

LaSalle Investment Management, Inc. provides the following information:

(a) Amount beneficially owned:  
196,800  
-----

(b) Percent of class:  
1.1%

-----  
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(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote  
55,800  
-----
- (ii) Shared power to vote or to direct the vote  
0  
-----
- (iii) Sole power to dispose or to direct the disposition of  
55,800  
-----
- (iv) Shared power to dispose or to direct the disposition of  
141,000  
-----

LaSalle Investment Management, Inc. provides the following information:

(a) Amount beneficially owned:

1,479,995  
-----

(b) Percent of class:

8.0%  
-----

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote  
164,300  
-----
- (ii) Shared power to vote or to direct the vote  
1,275,695  
-----
- (iii) Sole power to dispose or to direct the disposition of  
150,700  
-----
- (iv) Shared power to dispose or to direct the disposition of  
1,329,295  
-----

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. / /

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Stichting Pensioenfonds Voor De Gezondheid Geestelijke En  
Maatschappelijke Belangen.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED

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THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

The two members of the Group are: LaSalle Investment Management, Inc. ("LaSalle") and LaSalle Investment Management (Securities), L.P. ("LIMS").

LIMS is a Maryland limited partnership, the limited partner of which is LaSalle and the general partner of which is LaSalle Investment Management (Securities), Inc. a Maryland corporation, the sole stockholder of which is LaSalle. LaSalle and LIMS, each registered investment advisers, have different advisory clients.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

The parties agree that this statement is filed on behalf of each of them.

Dated: February 14, 2002

LASALLE INVESTMENT  
MANAGEMENT, INC.

By:/s/ DENISE R. ORGANT

-----  
Name: Denise R. Organt  
Title: Vice President

LASALLE INVESTMENT  
MANAGEMENT  
(SECURITIES), L.P.

By:/s/ DENISE R. ORGANT

-----  
Name: Denise R. Organt  
Title: Vice President

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