

HENEGHAN THOMAS  
Form 4  
January 03, 2013

**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)  
12/28/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

(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 or Disposed of (A) or (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		
Common Stock, par value \$.01	12/28/2012		G	V	74,700	D	\$ 66.5 42,147 D
Common Stock, par value \$.01	12/31/2012		F		7,587	D	\$ 66.5 34,560 D
Common Stock, par value \$.01	12/31/2012		G	V	8,746	D	\$ 66.5 25,814 D

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Common Stock, par value \$.01	12/31/2012	G	V	8,746	A	\$ 66.5	63,784	I	By Spouse <sup>(1)</sup>
Common Stock, par value \$.01	12/28/2012	G	V	74,700	A	\$ 66.5	74,700	I	By Spouse and Children <sup>(2)</sup>
Common Stock, par value \$.01							1,163.846	I	401-K
Depository Shares							40,000	D	

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

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(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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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		CEO	

## Signatures

Mary Jo Kucera by Power of Attorney for Thomas  
Heneghan

01/03/2013

\_\_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) Gift to the Deneen L Heneghan Revocable Trust. Deneen and Thomas Heneghan are co-trustees of such trust and Deneen Heneghan is the beneficiary of such trust.
- (2) Gift to the Thomas P. Heneghan Insurance Trust UAD 11/16/01. Deneen Heneghan and Carleen Schreder are co-trustees of such trust and Deneen Heneghan and Mr. Heneghan's children are the beneficiaries of such trust.

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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