Edgar Filing: HENEGHAN THOMAS - Form 4

HENEGHA	N THOMAS										
Form 4											
March 16, 2	ЛЛ								OMB AF	PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMMISSION	OMB Number:	3235-0287		
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 						Act of 1934, 1935 or Section	Expires: January 31 2005 Estimated average burden hours per response 0.5				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> 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)			
				3. Date of Earliest Transaction (Month/Day/Year) 03/13/2009				X Director 10% Owner X Officer (give title Other (specify below) below) CEO			
				Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)				~		Person			
		-					_	ired, Disposed of,		-	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed fonth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
Common Stock, par value \$.01	03/13/2009			S	10,000	D	\$ 37.5439 (1)	0 175,181	D		
Common Stock, par value \$.01								1,201.89	Ι	by 401K Plan	
Common Stock, par value \$.01								27,333	Ι	by Spouse <u>(2)</u>	

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh							
	Director	10% Owner	Officer	Other					
HENEGHAN THOMAS TWO NORTH RIVERSIDE PLAZA SUITE 800 CHICAGO, IL 60606	Х		CEO						
Signatures									
By: Mary Jo Kucera by Power of Atto Heneghan		03/13/2009							

**Signature of Reporting Person

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).

This transaction was executed in multiple trades at prices ranging from \$37.3477 to \$37.794. The price reported above reflects the (1) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Shares reported herein are owned by the Deneen L Heneghan Revocable Trust. Deneen Heneghan is the Beneficial Owner of such trust. (2) Deneen and Thomas Heneghan are co-trustees 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date