

EQUITY LIFESTYLE PROPERTIES INC
 Form 4
 February 16, 2017

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 *
 CONTIS DAVID J

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)
 2 NORTH RIVERSIDE PLAZA, SUITE 800
 (Street)
 CHICAGO, IL 60606
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 09/25/2015
 4. If Amendment, Date Original Filed(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)
 6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (A) or Disposed of (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 | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$.01 | 09/25/2015 | | G | D | 23,791 (1) | \$ 0 | 0 D |
| Common Stock, par value \$.01 | 09/25/2015 | | G | A | 23,791 | \$ 0 | 23,791 I By Contis Family Trust |
| Common Stock, par value \$.01 | 02/06/2017 | | G | V D | 750 | \$ 0 | 23,041 I By Contis Family Trust |
| Common Stock, par value \$.01 | 02/06/2017 | | G | V D | 200 (2) | \$ 0 | 22,841 I By Contis |

| | | | | | | | |
|-------------------------------|------------|--|---------|------------|--|---|---|
| Stock, par value \$.01 | | | | | | | Family Trust |
| Common Stock, par value \$.01 | 02/06/2017 | | G V 200 | A \$ 0 200 | | I | As custodian for grandchildren through UGMA |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (Right to Buy) | \$ 18.865 | | | Code V (A) (D) | | 08/01/2009 02/01/2019 | Non-Qualified Stock Option (Right to Buy) 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CONTIS DAVID J 2 NORTH RIVERSIDE PLAZA SUITE 800 CHICAGO, IL 60606 | X | | | |

Signatures

Barb Itter by Power of Attorney for David Contis 02/16/2017

__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).

The transaction dated 9/25/15 was not previously reported on Form 5 within the time period prescribed in the General Instructions to

(1) Form 5. This transaction resulted only in a change from a direct to indirect form of ownership and did not impact Mr. Contis's aggregate holding of the Company's common stock.

(2) Shares are held by Mr. Contis in custodial accounts for his grandchildren.

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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