

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>DOBROWSKI THOMAS E</u>  (Last) (First) (Middle) <u>C/O GENERAL MOTORS INVESTMENT</u> <u>MGMNT CORP</u> <u>767 FIFTH AVENUE, 16TH FLOOR</u>  (Street) <u>NEW YORK NY 10153</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EQUITY LIFESTYLE PROPERTIES INC [</u> <u>ELS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01	08/15/2006		M		3,800	A	\$18.75	6,108	D	
Common Stock, par value \$.01	08/15/2006		S		3,800	D	\$43.8219	2,308	D	
Common Stock, par value \$.01	08/15/2006		M		10,000	A	\$18.1875	12,308	D	
Common Stock, par value \$.01	08/15/2006		S		10,000	D	\$43.8219	2,308	D	
Common Stock, par value \$.01	08/15/2006		M		10,000	A	\$17.0625	12,308	D	
Common Stock, par value \$.01	08/15/2006		S		10,000	D	\$43.8219	2,308	D	
Common Stock, par value \$.01	08/15/2006		M		10,000	A	\$18.99	12,308	D	
Common Stock, par value \$.01	08/15/2006		S		10,000	D	\$43.8219	2,308	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$17.0625	08/15/2006		M			10,000	(1)	05/09/2010	Common Stock, par value \$.01	10,000	\$17.0625	0	D	
Non-Qualified Stock Option (right to buy)	\$18.1875	08/15/2006		M			10,000	(2)	05/11/2009	Common Stock, par value \$.01	10,000	\$18.1875	0	D	
Non-Qualified Stock Option (right to buy)	\$18.75	08/15/2006		M			3,800	(3)	05/12/2008	Common Stock, par value \$.01	3,800	\$18.75	0	D	
Non-Qualified Stock Option (right to buy)	\$18.99	08/15/2006		M			10,000	(4)	05/08/2011	Common Stock, par value \$.01	10,000	\$18.99	0	D	

Explanation of Responses:

- 1. Option is exercisable: 1/3 on 11/09/00; 1/3 on 5/09/01; and 1/3 on 5/09/02.
- 2. Option is exercisable: 1/3 on 11/11/99; 1/3 on 5/11/00; and 1/3 on 5/11/01.

3. Option is exercisable: 1/3 on 11/12/98; 1/3 on 5/12/99; and 1/3 on 5/12/00.

4. Option is exercisable: 1/3 on 11/8/01; 1/3 on 5/8/02; 1/3 on 5/8/03

By: David W. Fell, by Power of  
Atty. For: Thomas E. Dobrowski      08/16/2006

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**