

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

**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

1. Name and Address of Reporting Person* <b>MCADAMS JOE B</b>  (Last) (First) (Middle) <b>TWO NORTH RIVERSIDE PLAZA</b> <b>SUITE 800</b>  (Street) <b>CHICAGO IL 60193</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EQUITY LIFESTYLE PROPERTIES INC</b> [ ELS ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>former Named Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/01/2008</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <b>08/01/2008</b>		

**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	05/02/2011		J		1,780	A	\$0.00	18,044	I	by Trust <sup>(1)</sup>
Common Stock, par value \$.01	05/02/2011		J		1,780	D	\$0.00	19,733	D	
Common Stock, par value \$.01	05/02/2011		J <sup>(2)</sup>		443	A	\$49.52	20,176	D	
Series A Cumulative Redeemable Perpetual Preferred Stock								44,000	I	By Trust <sup>(3)</sup>

**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					

**Explanation of Responses:**

- This amendment is being filed to report that, due to clerical errors, 1,780 shares were incorrectly reported as held directly by Joe McAdams. These shares are held indirectly through the McAdams ELS Grantor Retained Annuity Trust Two. Joe B. McAdams is beneficial owner of such trust.
- Represents shares acquired through ELS' Employee Stock Purchase Plan
- 24,300 of these shares are held by the McAdams ELS Grantor Retained Annuity Trust (GRAT) and 19,700 of these shares are held by the McAdams ELS GRAT Two. Joe B. McAdams is beneficial owner of such trusts.

**Remarks:**

Mary Jo Kucera by Power of Attorney for Joe McAdams 05/04/2011

\*\* 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.