

OMB APPROVAL	
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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 * <u>WALKER HOWARD</u> _____ (Last) (First) (Middle) <u>1000 NORTH LAKE SHORE PLAZA</u> <u>UNIT 13A</u> _____ (Street) <u>CHICAGO IL 60611</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EQUITY LIFESTYLE PROPERTIES INC [ELS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2012</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 <input type="checkbox"/> 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	07/31/2012		M		15,000	A	\$55.23	57,002	D	
Common Stock, par value \$.01	07/31/2012		M		10,000	A	\$53.3	67,002	D	
Common Stock, par value \$.01	07/31/2012		M		15,000	A	\$43.67	82,002	D	
Common Stock, par value \$.01	07/31/2012		M		10,000	A	\$48.33	92,002	D	
Common Stock, par value \$.01	07/31/2012		S		50,000	D	\$71.8314 ⁽¹⁾	42,002	D	
Series A Cumulative Redeemable Perpetual Preferred Stock								4,000	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)	\$55.23	07/31/2012		M			15,000	12/31/2009	01/31/2017	Common Stock, par value \$.01	15,000	\$55.23	0	D	
Non-Qualified Stock Option (Right to Buy)	\$53.3	07/31/2012		M			10,000	05/15/2009	05/15/2017	Common Stock, par value \$.01	10,000	\$53.3	0	D	
Non-Qualified Stock Option (Right to Buy)	\$43.67	07/31/2012		M			15,000	12/31/2010	01/31/2018	Common Stock, par value \$.01	15,000	\$43.67	0	D	
Non-Qualified Stock Option (Right to Buy)	\$48.33	07/31/2012		M			10,000	05/08/2010	05/08/2018	Common Stock, par value \$.01	10,000	\$48.33	0	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$71.61 to \$71.98. The price reported above reflects the 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.

Remarks:

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.