

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* <u>ZELL SAMUEL</u> (Last) (First) (Middle) <u>TWO N RIVERSIDE PLAZA</u> <u>SUITE 600</u> (Street) <u>CHICAGO IL 60606</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><u>Chairman of the Board</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/25/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/25/2005</u>	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 \$0.01 ⁽¹⁾	10/25/2005		M		50,000	A	\$9.5	101,334	D		
Common Stock, par value \$0.01	05/12/2009		A		2,000	A	\$38.16	439,091 ⁽²⁾	D		
Common Stock, par value \$0.01	08/05/2009		M		100,000	A	\$17.5	539,091 ⁽²⁾	D		
Common Stock, par value \$0.01	08/05/2009		M		100,000	A	\$15.6875	639,091 ⁽²⁾	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	Amount or Number of Shares				
Non-Qualified Stock Option (Right to Buy)	\$9.5	10/25/2005		M		50,000		12/29/1998	12/29/2005	Common Stock, par value \$0.01 ⁽¹⁾	50,000	\$9.5	0	D	
Non-Qualified Stock Option (Right to Buy)	\$17.5	08/05/2009		M		100,000		12/01/2003	12/01/2010	Common Stock, par value \$0.01	100,000	\$17.5	0	D	
Non-Qualified Stock Option (Right to Buy)	\$15.6875	08/05/2009		M		100,000		12/01/2002	12/01/2009	Common Stock, par value \$0.01	100,000	\$15.6875	0	D	

Explanation of Responses:

1. This amendment is being filed to report that on 10/25/05 Mr. Zell exercised 50,000 Non-Qualified Stocks Options which converted to "Common Stock, par value \$0.01" not "Common Stock" as previously reported. Due to administrative error the number of securities beneficially owned by Mr. Zell was incorrectly reported on the Form 4, which was filed on 10/25/05, as well as subsequent filings. This Form 4/A reflects the correct number of units beneficially owned by Mr. Zell.

2. This amendment is being filed to report that due to administrative error, the number of securities beneficially owned by Mr. Zell was incorrectly reported on the Form 4. This Form 4/A reflects the correct number of units beneficially owned by Mr. Zell.

Mary Jo Kucera by Power of Attorney for Samuel Zell 08/12/2009

** 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.