

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-9/A-4  
(Amendment No. 4)

SOLICITATION/RECOMMENDATION STATEMENT  
PURSUANT TO SECTION 14(d)(4) OF THE  
SECURITIES EXCHANGE ACT OF 1934

CHATEAU PROPERTIES, INC.  
(NAME OF SUBJECT COMPANY)  
CHATEAU PROPERTIES, INC.  
(NAME OF PERSON(S) FILING STATEMENT)

COMMON STOCK, \$.01 PAR VALUE PER SHARE  
(TITLE OF CLASS OF SECURITIES)

161739 10  
(CUSIP NUMBER OF CLASS SECURITIES)

C. G. Kellogg  
President and Chief Executive Officer  
Chateau Properties, Inc.  
19500 Hall Road  
Clinton Township, MI 48038  
(810) 286-3600

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED  
TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF THE  
PERSON(S) FILING STATEMENT)

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This Amendment No. 4 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended, the "Schedule 14D-9") originally filed with the Securities and Exchange Commission (the "SEC") on September 18, 1996 by Chateau Properties, Inc., a Maryland corporation (the "Company"), relating to the offer by MHC Operating Limited Partnership, an Illinois limited partnership ("MHC OP"), the sole general partner of which is Manufactured Home Communities, Inc., a Maryland corporation ("MHC"), to purchase all outstanding shares of common stock, \$.01 par value per share (the "Shares"), of the Company, at a price of \$26.00 per Share, net to the seller in cash. Capitalized terms used but not defined herein have the meanings previously set forth in the Schedule 14D-9.

1. ITEM 9. MATERIALS TO BE FILED AS EXHIBITS

Item 9 is hereby amended by adding the following exhibits:

Exhibit 99.14           Text of Press Release dated October 3, 1996  
issued by the Company.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ C.G. Kellogg  
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Name: C.G. Kellogg  
Title: President and Chief Executive Officer

Dated: October 3, 1996

EXHIBIT INDEX

Exhibit 99.14

Text of Press Release dated October 3, 1996  
issued by the Company.

FOR IMMEDIATE RELEASE  
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CHATEAU PROPERTIES RESPONDS TO LETTER FROM MHC

CLINTON TOWNSHIP, MICHIGAN, OCTOBER 3, 1996 -- Chateau Properties, Inc. (NYSE:CPJ) today responded to the letter it received yesterday from the Chairman of Manufactured Home Communities (NYSE:MHC), Sam Zell. The full text of Chateau's response follows:

October 3, 1996

Mr. Samuel Zell  
Chairman of the Board  
Manufactured Home Communities, Inc.  
Two North Riverside Plaza  
Chicago, Illinois 60606

Dear Mr. Zell:

The Board of Directors of Chateau Properties, Inc. has carefully considered your letter of October 2, 1996. The Board has reaffirmed its commitment to the strategic combination with ROC Communities, Inc. As we have observed, the Board believes that this combination offers attractive financial and operational benefits to the stockholders of both companies and represents the best path to long-term enterprise value. These two companies have highly complementary business plans and management philosophies.

In light of its conclusion that the combination with ROC is a clearly superior alternative to a sale of Chateau to MHC pursuant to the MHC offer, the Board also determined that it would not be appropriate to enter into discussions with you.

Sincerely,

John A. Boll  
Chairman of the Board  
Chateau Properties, Inc.

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