

EVANS STEPHEN O
Form 4
May 18, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EVANS STEPHEN O

(Last) (First) (Middle)

TWO NORTH RIVERSIDE
PLAZA, SUITE 400

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EQUITY RESIDENTIAL [EQR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares Of Beneficial Interest	05/14/2009		A		4,701.93 <u>(1)</u>	A	\$ 17.54
Common Shares Of Beneficial Interest					20,874.645 <u>(2)</u>	I	SERP Account
Common Shares Of Beneficial Interest					19,816.3172 <u>(3)</u>	D	
Common Shares Of Beneficial Interest					274.5712 <u>(4)</u>	I	401(k) Plan

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Common Shares Of Beneficial Interest	30,000 ⁽⁵⁾	I	Evans Charitable Foundation
Common Shares Of Beneficial Interest	100,000 ⁽⁶⁾	I	Evans Family LLC
Common Shares Of Beneficial Interest	4 ⁽⁷⁾	I	Trust

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVANS STEPHEN O
TWO NORTH RIVERSIDE PLAZA, SUITE 400 X
CHICAGO, IL 60606

Signatures

s/ By: Yasmina Duwe,
Attorney-in-fact

05/18/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents shares acquired through Equity Residential's Employee Share Purchase Plan.
 - (2) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person, and includes shares acquired through dividend reinvestments.
 - (3) Direct total includes restricted shares of the Company scheduled to vest in the future along with shares acquired through dividend reinvestments.

Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with
 - (4) the Equity Residential Advantage 401(k) Retirement Savings Plan, a plan qualified under Section 401(k) of the Internal Revenue Code of 1986, as amended. Such shares represent acquisitions through April 13, 2009.

Represents shares beneficially owned by The Evans Charitable Foundation, a not-for-profit foundation, of which Mr. Evans serves as
 - (5) chairman. Mr. Evans disclaims beneficial ownership of such shares owned by The Evans Charitable Foundation, except to the extent of his pecuniary interest therein.

Represents shares beneficially owned by The Evans Family Limited Liability Company ("Evans Family LLC"), of which the reporting
 - (6) person serves as the manager. The reporting person disclaims beneficial ownership of such shares owned by the Evans Family LLC, except to the extent of his pecuniary interest therein.
 - (7) Represents shares beneficially owned by The Evans Family Revocable Trust (the "Trust"), of which Mr. Evans serves as the trustee. Mr. Evans disclaims beneficial ownership of such shares owned by the Trust, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.