#### **EQUITY RESIDENTIAL**

Form 4 July 01, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Santee David S				Symbol	Symbol EQUITY RESIDENTIAL [EQR]				Issuer				
	(Lest)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)				
(Last) (First) (Middle)  TWO NORTH RIVERSIDE PLAZA, SUITE 400 (Street)  CHICAGO, IL 60606					Day/Year)	ransaction		X_ below)	Director 10% Owner Security Delow) Director 10% Owner Other (specify below) Delow) Executive Vice President & COO				
					4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed								Disposed of, or B	eneficially O	wned			
	1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A on Disposed of (Instr. 3, 4 and Amount	)	d (A) or	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)		
	Common Shares Of Beneficial Interest	06/28/2013			S	1,975.8602	D	\$ 58.5534	0	I	401(k) Plan		
	Common Shares Of Beneficial Interest								8,592 (1)	D			
	Common Shares Of Beneficial Interest								16,809.395 (2)	I	SERP Account		

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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.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	•	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionN	umber	Expiration Date		Amount of		Derivative	
Security	or Exercise		any	Code	of	f	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) D	erivative			Secur	ities	(Instr. 5)	
	Derivative				Se	ecurities			(Instr.	3 and 4)		
	Security				A	cquired						
					(A	A) or						
					D	isposed						
					of	f (D)						
					(I	nstr. 3,						
					4,	and 5)						
										Amount		
										Amount		
							Date	Expiration	TP:41	or		
							Exercisable	Date	Title N			
				C 1	<b>3</b> 7 ()	4) (D)				of		
				Code	V (A	A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Santee David S TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

Executive Vice President & COO

## **Signatures**

s/ By: Jane Matz, Attorney-in-fact

07/01/2013

\*\*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) Direct total includes restricted shares of the Company scheduled to vest in the future.
- (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.

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.

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