Edgar Filing: EQUITY RESIDENTIAL - Form 4

-	ESIDENTIAL									
Form 4 November 0	06, 2014									
FORM	ЛЛ									APPROVAL
1 0111	• • UNITED	STATES					NGE C	OMMISSION	OMB Number:	3235-0287
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Sectior of the Investment Company Act of 1940						Expires:January 31, 2005Estimated average burden hours per response0.5			
1(b).										
(Print or Type	Responses)									
	Address of Reporting CUT DAVID J		Symbol		d Ticker of			5. Relationship of Issuer		
(Last)	(First) (EQUITY RESIDENTIAL [EQR] 3. Date of Earliest Transaction (Check				k all applicable)			
TWO NOR PLAZA, SU	TH RIVERSIDE UITE 400		(Month/I 11/05/2	Day/Year) 2014				X Director X Officer (give below) Pres		
	(Street)			endment, D nth/Day/Yea	Date Origina ar)	al		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting I	Person
CHICAGO	, IL 60606							Person		ceporting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of	, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code	otor Dispos (Instr. 3, 4	sed of	(D)	5. Amount of Securities Beneficially Owned Following Reported	or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Shares Of Beneficial Interest	11/05/2014			M	50,000		\$ 53.5	52,874 <u>(1)</u>	I	Family Limited Partnership
Common Shares Of Beneficial Interest	11/05/2014			S	50,000	D	\$ 70.017 (2)	2,874 <u>(1)</u>	I	Family Limited Partnership
Common Shares Of Beneficial Interest								2,541.8946 (<u>3)</u>	Ι	401(k) Plan

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Common Shares Of Beneficial Interest	33,817 <u>(4)</u>	I	Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	33,817 <u>(5)</u>	I	Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	2,038.736 (6)	I	SERP Account
Common Shares Of Beneficial Interest	91,906.753 (7)	I	Trust (fbo wife)
Common Shares Of Beneficial Interest	1,562 <u>(8)</u>	Ι	Trust (fbo wife)

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.

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. Transactio Code (Instr. 8)	ransactiorDerivative Expiration Date ode Securities (Month/Day/Year)		ate	7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amc or Num of Sl
Non-qualified Stock Option (Right to Buy)	\$ 53.5	11/05/2014		М	50,000	<u>(9)</u>	02/08/2017	Common Shares Of Beneficial Interest	50,

Reporting Owners

Reporting Owner Name / Address		Relationships						
	0		10% Owner	Officer	Other			
NEITHERCUT DAVID J TWO NORTH RIVERSIDE PLAZA, CHICAGO, IL 60606	SUITE 400	Х		President & CEO				
Signatures								
s/ By: Jane Matz, Attorney-in-fact	11/06/2014							
<u>**</u> 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 beneficially owned by a family limited partnership, of which the reporting person is the general partner.
- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$70.00 to \$70.06. The reporting(2) person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with
 (3) 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 October 11, 2014.

Represents shares beneficially owned by a trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this

(4) beneficial ownership of these securities except to the extent of his peculiarly interest increases in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Represents shares beneficially owned by a trust for the benefit of the reporting person's son. The reporting person disclaims beneficial(5) ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (6) 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.
- (7) Represents shares beneficially owned by a trust for the benefit of the reporting person's wife. The reporting person is the sole trustee of this trust and, as such, may be deemed the beneficial owner of these shares.
- Represents shares beneficially owned by a trust for the benefit of the reporting person's wife. The reporting person disclaims beneficial(8) ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (9) Represents share options scheduled to vest in approximately three equal installments on February 8, 2008, February 8, 2009 and February 8, 2010.

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.