EQUITY RESIDENTIAL

Form 4

February 09, 2015

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

OMB APPROVAL

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kaufman Ian

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

EQUITY RESIDENTIAL [EQR]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

TWO NORTH RIVERSIDE

(Month/Day/Year) 02/05/2015

10% Owner _X__ Officer (give title _ Other (specify below)

PLAZA, SUITE 400

(Street)

4. If Amendment, Date Original

Chief Accounting Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative :	Securi	ities Acq	uired, Disposed of	, or Beneficiall	y 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. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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	02/05/2015		A	2,023 (1)	A	\$ 0	14,852.4209 (2)	D	

Interest

Common Shares Of

14,325.4209 02/06/2015 S 527 (3) D D

Interest Common

Beneficial

Shares Of 401(k) 377.6822 (4) Ι Beneficial Plan Interest

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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)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)			
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-qualified Stock Option (Right to Buy)	\$ 80.27	02/05/2015		A		3,960		<u>(5)</u>	02/05/2025	Common Shares Of Beneficial Interest	3,96

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kaufman Ian

TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

Chief Accounting Officer

Signatures

s/ By: Jane Matz, Attorney-in-fact 02/09/2015

**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 restricted shares scheduled to vest on February 5, 2018.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- (3) Represents the sale of shares for the payment of tax liability incurred upon the vesting of restricted shares.
- (4) Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with the Equity Residential Advantage 401(k) Retirement Savings Plan, a plan qualified under Section 401(k) of the Internal Revenue Code of

Reporting Owners 2

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1986, as amended. Such shares represent acquisitions through January 10, 2015.

(5) Represents share options scheduled to vest in three equal installments on February 5, 2016, February 5, 2017 and February 5, 2018. 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.