

EQUITY RESIDENTIAL  
Form 4  
February 13, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
ALEXANDER JOHN W

(Last) (First) (Middle)

200 SOUTH TRYON STREET

(Street)

CHARLOTTE, NC 28202

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                      |                                      |  | Code                           | V   | Amount (D) Price  |  |   |
| Common Shares Of Beneficial Interest | 02/12/2015                           |  | M                              |   | 4,445 A \$ 42.8   | 77,694.3057 (1)  | D   |
| Common Shares Of Beneficial Interest | 02/12/2015                           |  | S                              |   | 4,445 D \$ 80   | 73,249.3057 (1)  | D   |
| Common Shares Of Beneficial Interest | 02/12/2015                           |  | M                              |   | 2,998 A \$ 53.5   | 76,247.3057 (1)  | D   |

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|                                      |            |   |       |   |       |                                   |   |              |
|--------------------------------------|------------|---|-------|---|-------|-----------------------------------|---|--------------|
| Common Shares Of Beneficial Interest | 02/12/2015 | S | 2,998 | D | \$ 80 | <u>73,249.3057</u> <sup>(1)</sup> | D |              |
| Common Shares Of Beneficial Interest |            |   |       |   |       | 45,141.895 <u>(2)</u>             | I | SERP Account |

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

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**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option (Right to Buy)  | \$ 42.8  | 02/12/2015                           |  | M                              | 4,445   | <u>(3)</u> 02/03/2016                                    | Common Shares Of Beneficial Interest                          | 4,445                      |
| Non-qualified Stock Option (Right to Buy)  | \$ 53.5  | 02/12/2015                           |  | M                              | 2,998   | <u>(4)</u> 02/08/2017                                    | Common Shares Of Beneficial Interest                          | 2,998                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ALEXANDER JOHN W<br>200 SOUTH TRYON STREET<br>CHARLOTTE, NC 28202 | X             |           |         |       |

## Signatures

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

02/13/2015

\_\_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) 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.
- (3) Represents share options scheduled to vest in approximately three equal installments on August 3, 2006, February 3, 2007 and February 3, 2008.
- (4) Represents share options scheduled to vest in approximately three equal installments on August 8, 2007, February 8, 2008 and February 8, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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