EQUITY RESIDENTIAL

Form 4 May 05, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Number: January 31,
Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

See Instruction

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 Ad Santee David	Symbol	2. Issuer Name and Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Mic	ldle) 3. Date of I	Earliest Trai	nsaction	(Cho	ск ин иррпсион	•)		
TWO NORTI PLAZA, SUI	· ·	(Month/Day/Year) 05/01/2015			re title Other below) Vice President &				
	4. If Amend	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
CHICAGO, I	L 60606	Filed(Month	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	ip) Table	I - Non-De	rivative Securities Acc	quired, Disposed o	of, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

Shares Of Beneficial 05/01/2015 $C_{\underline{(1)}}$ 3,000 A (1) 38,456 (2) D

Interest

Common

Common Shares Of Beneficial $14.1558 \ \underline{^{(3)}} \qquad I \qquad \qquad 401(k) \\ Plan$

Code V Amount

(D)

Price

Interest

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 (9-02)

Transaction(s) (Instr. 3 and 4)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Units	\$ 0 (4)	05/01/2015		C(1)	3,000	<u>(4)</u>	02/06/2019	Operating Partnership Units	3,000

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 05/05/2015

**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).
- The reporting person elected to exchange 3,000 units of limited partnership interests ("OP Units") of ERP Operating Limited Partnership, (1) of which Equity Residential (the "Company") is the general partner, in accordance with the terms of such OP Units, and as a result of such exchange received an equal number of common shares of the Company.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- 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 April 12, 2015.
- (4) Represents a grant made to the reporting person on March 12, 2009, of restricted limited partnership interests ("Restricted Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of Equity Residential (the "Company"), in lieu of

Reporting Owners 2

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restricted shares as part of an annual grant of long-term compensation. The Restricted Units are a class of partnership interest that automatically convert into an equal number of limited partnership interests of the Operating Partnership ("OP Units") when the capital account related to the Restricted Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). If the Restricted Units do convert into OP Units, subject to any vesting requirements, the OP Units may be exchanged by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. Since the capital account related to the Restricted Units reflected in this report reached its specified target for federal income tax purposes, the Restricted Units automatically converted into an equal number of OP Units and such OP Units are no longer subject to any vesting requirements and may be exchanged by 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.