

EQUITY RESIDENTIAL  
Form 8-K  
September 09, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of Earliest Event Reported): September 8, 2004**

**EQUITY RESIDENTIAL**

(Exact Name of Registrant as Specified in its Charter)

**Illinois**  
(State or other jurisdiction  
of incorporation or organization)

**1-12252**  
(Commission  
File Number)

**13-3675988**  
(I.R.S. Employer  
Identification No.)

**Two North Riverside Plaza, Suite 400**  
**Chicago, Illinois**  
(Address of principal executive offices)

**60606**  
(Zip Code)

Registrant's telephone number, including area code: **(312) 474-1300**

**<http://www.equityapartments.com>**  
(Registrant's web site)

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

On September 8, 2004, Equity Residential issued a press release updating earlier guidance with respect to fully diluted GAAP earnings per share for the third quarter ending September 30, 2004 and full year ending December 31, 2004. The press release is furnished herewith as Exhibit 99.1 and incorporated by reference herein.

The press release includes certain non-GAAP financial measures. A non-GAAP financial measure is defined as a numerical measure of a company's financial performance, financial position or cash flows that excludes (or includes) amounts that are included in (or excluded from) the most directly comparable measure calculated and presented in accordance with GAAP in the Company's financial statements.

Non-GAAP financial measures utilized by the Company include Funds from Operations ( FFO ). The Company's management believes that FFO is helpful to investors as a supplemental measure of the operating performance of a real estate company because it provides investors an understanding of the ability of the Company to incur and service debt and to make capital expenditures. FFO in and of itself does not represent net income or net cash flows from operating activities in accordance with GAAP. Therefore, FFO should not be exclusively considered as an alternative to net income or to net cash flows from operating activities as determined by GAAP or as a measure of liquidity. The Company's calculation of FFO may differ from other real estate companies due to, among other items, variations in cost capitalization policies for capital expenditures and, accordingly, may not be comparable to such other real estate companies.

**Item 9.01 Financial Statements and Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                    |
|---------------------------|---------------------------------------|
| 99.1                      | Press Release dated September 8, 2004 |

Pursuant to SEC Release Nos. 33-8400 and 34-49424, the foregoing exhibit is being furnished and will not be deemed filed for purposes of the Securities Act of 1933 or the Securities Exchange Act of 1934.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EQUITY RESIDENTIAL**

Date: September 8, 2004

By: /s/ DONNA BRANDIN  
Name: Donna Brandin  
Its: Executive Vice President and Chief Financial Officer

Date: September 8, 2004

By: /s/ MICHAEL J. McHUGH  
Name: Michael J. McHugh  
Its: Executive Vice President, Chief Accounting Officer and Treasurer

EXHIBIT INDEX

| Exhibit<br>Number | Description                           |
|-------------------|---------------------------------------|
| 99.1              | Press Release dated September 8, 2004 |