EQUITY RESIDENTIAL

Form 4

February 10, 2014

FORM 4

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Section 16. 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).

Beneficial

Interest

(Print or Type Responses)

	•										
1. Name and Address of Reporting Person * Powers John (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]					5. Relationship of Reporting Person(s) to Issuer			
			3. Date of Earliest Transaction					(Check all applicable)			
TWO NORTH RIVERSIDE PLAZA, SUITE 400			(Month/Day/Year) 02/06/2014					DirectorX Officer (give below) Executi	e title 10% Owner below) below) ive Vice President		
	(Street)		4. If Amendment, Date Original		6. Individual or Joint/Group Filing(Check						
CHICAGO,	II 60606			th/Day/Year	_			Applicable Line) _X_ Form filed by C Form filed by M		rson	
	IL 00000							Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Day/Yea	r) Executi any	emed on Date, if /Day/Year)	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 Interest	02/07/2014			F	814 (1)	D	\$ 56.87	4,448.4199	D		
Common Shares Of Beneficial Interest								285.6717 (2)	I	401(k) Plan	
Common Shares Of Beneficial								11,299.72 (3)	I	SERP Account	

Account

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

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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. Transaction Code (Instr. 8)	nsaction Derivative Expire Securities (Mor		. 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	Amo or Num of Shar	
Non-qualified Stock Option (Right to Buy)	\$ 56.48	02/06/2014		A	8,271	<u>(4)</u>	02/06/2024	Common Shares Of Beneficial Interest	8,2	
LTIP Units	<u>(5)</u>	02/06/2014		A	4,005	<u>(6)</u>	02/06/2024	Operating Partnership Units	4,0	
LTIP Units	<u>(5)</u>	02/06/2014		A	3,098	<u>(6)</u>	02/06/2024	Operating Partnership Units	3,0	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Powers John

TWO NORTH RIVERSIDE PLAZA, SUITE 400 Exc CHICAGO, IL 60606

Executive Vice President

Signatures

s/ By: Jane Matz, Attorney-in-fact 02/10/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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 the withholding of shares for the payment of tax liability incurred upon the vesting of restricted shares.
- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with (2) 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 January 10, 2014.
- (3) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (4) Represents share options scheduled to vest in three equal installments on February 6, 2015, February 6, 2016 and February 6, 2017.
 - On February 6, 2014, the reporting person received a grant of restricted limited partnership interests ("LTIP Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of Equity Residential (the "Company"), in lieu of restricted shares of the Company as part of the Company's annual grant of long-term compensation. LTIP 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 LTIP Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to any vesting requirements of the grant, OP Units are redeemable 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. The LTIPs reflected in this report also include any OP Units into which such LTIP Units automatically convert.
- (6) The LTIP Units are scheduled to vest on February 6, 2017.

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.