#### **EQUITY RESIDENTIAL**

Form 4

February 24, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

(Last)

Interest

1. Name and Address of Reporting Person *
WHITE B JOSEPH

(First) (Middle)

TWO NORTH RIVERSIDE PLAZA, SUITE 400

(Street)

2. Issuer Name and Ticker or Trading Symbol

**EQUITY RESIDENTIAL [EQR]** 

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

02/21/2014

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner \_ Other (specify Officer (give title below)

4. If Amendment, Date Original 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

### CHICAGO, IL 60606

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acquir	ed, Disposed of,	or Beneficially	<b>Owned</b>
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)		sed of		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	02/21/2014		M		, ,	\$ 0	9,322 (1)	D	
Common Shares Of Beneficial Interest	02/21/2014		S	4,445	D	\$ 58.8375 (2)	4,877 <u>(1)</u>	D	
Common Shares Of Beneficial							50,914.14 (3)	I	SERP 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. Transactic Code (Instr. 8)	5. Number op for 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-qualified Stock Option (Right to Buy)	\$ 42.8	02/21/2014		M	4,445	<u>(4)</u>	02/03/2016	Common Shares Of Beneficial Interest	4,44

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
WHITE B JOSEPH TWO NORTH RIVERSIDE PLAZA SUITE 400 CHICAGO, IL 60606	X					
<b>^!</b>						

# **Signatures**

s/ By: Jane Matz, Attorney-in-fact 02/24/2014

\*\*Signature of Reporting Person Dat

## **Explanation of Responses:**

number of shares sold at each separate price.

- \* 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.
- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$58.775 to \$58.91. The (2) reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the

Reporting Owners 2

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- (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 approximately three equal installments on August 3, 2006, February 3, 2007 and February 3, 2008.

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.