EQUITY RESIDENTIAL

Form 4

August 15, 2014

FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

1(b).

See Instruction

(Print or Type Responses)

Santee David S

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

EQUITY RESIDENTIAL [EQR]

(Check all applicable)

(First) (Middle) (Last)

1. Name and Address of Reporting Person *

3. Date of Earliest Transaction

(Month/Day/Year) 08/13/2014

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

Executive Vice President & COO

TWO NORTH RIVERSIDE PLAZA, SUITE 400

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

| (City) | (State) | Zip) Table | e I - Non-D | erivative S | Securi | ties Acquii | ed, Disposed of, | or Beneficiall | y 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) our Disposed of (D) (Instr. 3, 4 and 5) (A) or | | 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) | |
| Common Shares Of Beneficial Interest | 08/13/2014 | | Code V M | Amount 25,000 | (D) | Price \$ 53.71 | (Instr. 3 and 4) 50,960 (1) | D | |
| Common Shares Of Beneficial Interest | 08/13/2014 | | S | 25,000 | D | \$ 65.941 (2) | 25,960 <u>(1)</u> | D | |
| Common Shares Of Beneficial Interest | | | | | | | 13.8552 (3) | I | 401(k) Plan |

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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 required to respond unless the form displays a currently valid OMB control number.

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 of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date | | 7. Title and Amount Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|--|--|---------------------|--------------------|--|---------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sl |
| Non-qualified Stock Option (Right to Buy) | \$ 53.71 | 08/13/2014 | | M | 25,000 | <u>(4)</u> | 02/07/2021 | Common Shares Of Beneficial Interest | 25, |

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 08/14/2014

**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.
- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$65.73 to \$66.01. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- 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 July 11, 2014.

Reporting Owners 2

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| Represents share options scheduled to vest in three equal installments on February 7, 2012, February 7, 2013 and February 7, 2014. File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> Instruction 6 for procedure. tial persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays ently valid OMB number. | | | | | |
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