

EQUITY RESIDENTIAL

Form 4

October 31, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ATWOOD CHARLES L

(Last) (First) (Middle)

TWO NORTH RIVERSIDE
PLAZA, SUITE 400

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EQUITY RESIDENTIAL [EQR]

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount or Price		
Common Shares Of Beneficial Interest	10/30/2014		M		4,445 A \$ 42.8	21,060.088 (1)	D
Common Shares Of Beneficial Interest	10/30/2014		S		4,445 D \$ 67.48	16,615.088 (1)	D
Common Shares Of Beneficial Interest	10/30/2014		M		2,998 A \$ 53.5	19,613.088 (1)	D

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Common Shares Of Beneficial Interest	10/30/2014	S	2,998	D	\$ 67.48	<u>16,615.088</u> ⁽¹⁾	D	
Common Shares Of Beneficial Interest	10/30/2014	M	4,599	A	\$ 38.57	<u>21,214.088</u> ⁽¹⁾	D	
Common Shares Of Beneficial Interest	10/30/2014	S	4,599	D	\$ 67.48	<u>16,615.088</u> ⁽¹⁾	D	
Common Shares Of Beneficial Interest	10/30/2014	M	11,098	A	\$ 23.07	<u>27,713.088</u> ⁽¹⁾	D	
Common Shares Of Beneficial Interest	10/30/2014	S	11,098	D	\$ <u>67.338</u> ⁽²⁾	<u>16,615.088</u> ⁽¹⁾	D	
Common Shares Of Beneficial Interest	10/30/2014	M	6,070	A	\$ 32.97	<u>22,685.088</u> ⁽¹⁾	D	
Common Shares Of Beneficial Interest	10/30/2014	S	6,070	D	\$ 67.48	<u>16,615.088</u> ⁽¹⁾	D	
Common Shares Of Beneficial Interest						<u>29,106.465</u> ⁽³⁾	I	SERP Account

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

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(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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of SH
Non-qualified Stock Option (Right to Buy)	\$ 42.8	10/30/2014	M				(4)	02/03/2016	Common Shares Of Beneficial Interest	4,4
Non-qualified Stock Option (Right to Buy)	\$ 53.5	10/30/2014	M				(5)	02/08/2017	Common Shares Of Beneficial Interest	2,9
Non-qualified Stock Option (Right to Buy)	\$ 38.57	10/30/2014	M				(6)	02/07/2018	Common Shares Of Beneficial Interest	4,5
Non-qualified Stock Option (Right to Buy)	\$ 23.07	10/30/2014	M				(7)	02/06/2019	Common Shares Of Beneficial Interest	11,
Non-qualified Stock Option (Right to Buy)	\$ 32.97	10/30/2014	M				(8)	02/05/2020	Common Shares Of Beneficial Interest	6,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATWOOD CHARLES L TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	X			

Signatures

s/ By: Jane Matz, 10/31/2014
Attorney-in-fact

**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.
- (2) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$67.11 to \$67.51. 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

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of shares sold at each separate price.

- (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.
- (5) Represents share options scheduled to vest in approximately three equal installments on August 8, 2007, February 8, 2008 and February 8, 2009.
- (6) Represents share options scheduled to vest in three equal installments on August 7, 2008, February 7, 2009 and February 7, 2010.
- (7) Represents share options scheduled to vest in approximately three equal installments on February 6, 2010, February 6, 2011 and February 6, 2012.
- (8) Represents share options scheduled to vest in approximately three equal installments on February 5, 2011, February 5, 2012 and February 5, 2013 (for prospective service from the June 2010 annual meeting to the June 2011 annual meeting).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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