EQUITY RESIDENTIAL

Form 4

December 04, 2014

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OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * SPECTOR GERALD A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First)

(Middle)

EQUITY RESIDENTIAL [EQR]

3. Date of Earliest Transaction

_X__ Director

10% Owner Officer (give title __X_ Other (specify

(Month/Day/Year) 12/02/2014

below) below)

Vice Chairman

6. Individual or Joint/Group Filing(Check

TWO NORTH RIVERSIDE PLAZA, SUITE 400

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

Applicable Line)

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

Person

CHICAGO, IL 60606

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of, or	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities on Dispose (Instr. 3, 4	d of (I and 5) (A) or	0)	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	12/02/2014		Code V M	Amount 5,607	(D)	Price \$ 53.5	278,728.3667 (1)	D	
Common Shares Of Beneficial Interest	12/02/2014		S	5,607	D	\$ 71.095 (2)	273,121.3667 (1)	D	
Common Shares Of Beneficial Interest	12/02/2014		M	4,599	A	\$ 38.57	277,720.3667 (1)	D	

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Common Shares Of Beneficial Interest	12/02/2014	S	4,599	D	\$ 71.107 (3)	273,121.3667 (1)	D	
Common Shares Of Beneficial Interest	12/02/2014	M	110,957	A	\$ 38.57	384,078.3667 (1)	D	
Common Shares Of Beneficial Interest	12/02/2014	S	110,957	D	\$ 71.103	273,121.3667 (1)	D	
Common Shares Of Beneficial Interest	12/03/2014	M	23,850	A	\$ 38.57	296,971.3667 (1)	D	
Common Shares Of Beneficial Interest	12/03/2014	S	23,850	D	\$ 71.011 (5)	273,121.3667 (1)	D	
Common Shares Of Beneficial Interest						3,472 <u>(6)</u>	I	Children
Common Shares Of Beneficial Interest						27,500 (7)	I	Family Trust
Common Shares Of Beneficial Interest						25,015 (8)	I	Family Trust
Common Shares Of Beneficial Interest						57,187 <u>(9)</u>	I	Spouse

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)

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Non-qualified Stock Option (Right to Buy)	\$ 53.5	12/02/2014		M	5,607	(10)	02/08/2017	Common Shares Of Beneficial Interest	4
Non-qualified Stock Option (Right to Buy)	\$ 38.57	12/02/2014		M	4,599	<u>(11)</u>	02/07/2018	Common Shares Of Beneficial Interest	4
Non-qualified Stock Option (Right to Buy)	\$ 38.57	12/02/2014		M	110,957	(12)	02/07/2018	Common Shares Of Beneficial Interest	11
Non-qualified Stock Option (Right to Buy)	\$ 38.57	12/03/2014		M	23,850	(12)	02/07/2018	Common Shares Of Beneficial Interest	2

Relationships

Reporting Owners

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
SPECTOR GERALD A TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	X			Vice Chairman		

Signatures

s/ By: Jane Matz, Attorney-in-fact

**Signature of Reporting Person Dat

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 \$71.08 to \$71.12. 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.

Reporting Owners 3

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- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$71.08 to \$71.13. The

 (3) 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.
- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$71.05 to \$71.18. 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.
- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$71.00 to \$71.12. The

 (5) 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.
- (6) Represents shares beneficially owned by Mr. Spector as custodian for his minor children. Mr. Spector disclaims beneficial ownership of said shares.
- (7) Represents shares beneficially owned by the Concord Lane Trust. Mr. Spector disclaims beneficial ownership of said shares except to the extent of his pecuniary interest therein.
- (8) Represents shares held by the Spector Family Dynasty Trust (the "SFDT"). Mr. Spector is the sole trustee of the SFDT and, as such, may be deemed the beneficial owner of the shares reported herein.
- (9) Represents shares beneficially owned by Mr. Spector's spouse. Mr. Spector disclaims beneficial ownership of said shares except to the extent of his pecuniary interest therein.
- Represents share options originally scheduled to vest in three equal installments on February 8, 2008, February 8, 2009 and February 8, (10) 2010. The vesting date of the share options originally scheduled to vest on February 8, 2009 and February 8, 2010 was accelerated to November 3, 2008 due to the retirement of the reporting person as an executive officer of the Company.
- (11) Represents share options scheduled to vest in three equal installments on August 7, 2008, February 7, 2009 and February 7, 2010.

 Represents share options originally scheduled to vest in approximately three equal installments on February 7, 2009, February 7, 2010
- (12) and February 7, 2011. The vesting date for all of the share options was accelerated to November 3, 2008 due to the retirement of the reporting person as an executive of the Company.

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.