EQUITY RESIDENTIAL

Form 4

March 04, 2015

FORM 4

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

OMB Number: 3235-0287

Estimated average

Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Ad SPECTOR G	_		2. Issuer Name and Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
TWO NORTH RIVERSIDE PLAZA, SUITE 400			(Month/Day/Year) 03/02/2015	_X_ Director 10% Owner Officer (give title _X_ Other (specification) below) Vice Chairman				
(Street)			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				

CHICAGO, IL 60606

		1 Cistin							
(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	ırities	Acquired	l, Disposed of, or I	Beneficially O	wned
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)	4. Securities A orDisposed of (E (Instr. 3, 4 and Amount)	d (A) or	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)
Shares Of Beneficial Interest	03/02/2015		A	1,564.7004 (1)	A	\$ 63.91	274,686.0671 (2)	D	
Common Shares Of Beneficial Interest							3,472 <u>(3)</u>	I	Children
Common Shares Of Beneficial Interest							27,500 (4)	I	Family Trust

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Common Shares Of Beneficial Interest	25,015 <u>(5)</u>	I	Family Trust
Common Shares Of Beneficial Interest	57,187 <u>(6)</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)

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. Transacti Code (Instr. 8)		Number Expiration Date of (Month/Day/Yea Derivative Securities Acquired (A) or Disposed of (D)		7. Title Amount Underly Securiti (Instr. 3	t of ring es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					4, and 5)	Date	Expiration	o	Amount r Jumber		
				Code V	(A) (D)	Exercisable	Date	o			

Reporting Owners

Reporting Owner Name / Address	Relationships						
,	Director	10% Owner	Officer	Other			
SPECTOR GERALD A	\mathbf{v}			Vias Chairman			
TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	X			Vice Chairman			
A. .							

Signatures

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

**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 shares acquired through Equity Residential's Employee Share Purchase Plan.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- (3) Represents shares beneficially owned by Mr. Spector as custodian for his minor children. Mr. Spector disclaims beneficial ownership of said shares.
- (4) 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.
- (5) 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.
- (6) 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.

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.