EQUITY RESIDENTIAL

Form 4

March 20, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3235-0287 January 31,

0.5

Expires: 2005

OMB APPROVAL

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. 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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

EQUITY RESIDENTIAL [EQR]

Symbol

1(b).

NEAL JOHN E

(Print or Type Responses)

1. Name and Address of Reporting Person *

									(Check a	ili applicable)		
	(Last)	(First) ((Middle)	3. Date of Earliest Transaction								
				(Month/Day/Year)					X Director	10% Owner		
	TWO NOR	TH RIVERSIDE	03/18/2	03/18/2015						(specify		
	PLAZA, SU	JITE 400						be	low)	below)		
						ate Original		6. Individual or Joint/Group Filing(Check				
				Filed(Mo	· · · · · · · · · · · · · · · · · · ·				Applicable Line)			
					X				X Form filed by One Reporting Person Form filed by More than One Reporting			
CHICAGO, IL 60606					Pe				Person			
(Cital) (Chan) (7in)												
	(City)	(State)	(Zip)	Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially							
	1.Title of	2. Transaction Date (Month/Day/Year)	e 2A. Deen	ned	3.	4. Securities	Acqui	red (A)	5. Amount of	6.	7. Nature	
	Security		Execution	Date, if	Transaction Disposed of (D)				Securities	Ownership	of Indirect	
	(Instr. 3)		any		Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial	
			(Month/D	ay/Year)	(Instr. 8)				Owned	Direct (D)	Ownership	
									Following	or Indirect	(Instr. 4)	
				(A)				Reported Transaction(s)	(I) (Instr. 4)			
							or		(Instr. 3 and 4)	(IIISII. 4)		
					Code V	Amount	(D)	Price	(mstr. 5 tile 1)			
	Common											
	Shares Of	03/18/2015		M	6,070	٨	\$	14,578.2107	D			
	Beneficial	03/18/2013			IVI	0,070	A	32.97	(1)	D		
	Interest											
	Common											
	Shares Of	03/18/2015			S	6,070	D	\$ 80	8,508.2107	D		
	Beneficial	03/16/2013			S	0,070	ט	\$ 60	<u>(1)</u>	D		
	Interest											
	Common											
	Shares Of	03/19/2015			S	2,582.537	D	\$	14,634.377	I	SERP	
	Beneficial	03/17/2013			3	2,302.337	ב	79.73	(2)	1	Account	
	Interest											

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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 on f 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)	\$ 32.97	03/18/2015		M	6,070	(3)	02/05/2020	Common Shares Of Beneficial Interest	6,07

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NEAL JOHN E

TWO NORTH RIVERSIDE PLAZA, SUITE 400 X

CHICAGO, IL 60606

Signatures

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

03/20/2015

**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) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (3) 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).

Reporting Owners 2

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