

ATWOOD CHARLES L
Form 4
March 18, 2019

FORM 4

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

OMB APPROVAL

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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)
03/15/2019

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares Of Beneficial Interest	03/15/2019		M		5,815 A \$ 50.19	16,338 ⁽¹⁾	D
Common Shares Of Beneficial Interest	03/15/2019		M		6,665 A \$ 50.68	23,003 ⁽¹⁾	D
Common Shares Of Beneficial Interest	03/15/2019		M		6,704 A \$ 48.1	29,707 ⁽¹⁾	D

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Common Shares Of Beneficial Interest	03/15/2019	M	6,481	A	\$ 52.2	36,188 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	03/15/2019	S	5,815	D	\$ 74.81 ⁽²⁾	30,373 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	03/15/2019	S	6,665	D	\$ 74.73 ⁽³⁾	23,708 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	03/15/2019	S	6,704	D	\$ 74.93 ⁽⁴⁾	17,004 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	03/15/2019	S	6,481	D	\$ 74.57 ⁽⁵⁾	10,523 ⁽¹⁾	D	
Common Shares Of Beneficial Interest						26,616 ⁽⁶⁾	I	SERP Account

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. Transaction Code (Instr. 8)	5. Number of 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 Security (Instr. 3 and 4)
	\$ 50.19	03/15/2019		M	5,815	06/16/2012 06/16/2021	Amc or Num of Shar

Non-qualified Stock Option (Right to Buy)								Common Shares Of Beneficial Interest
Non-qualified Stock Option (Right to Buy)	\$ 50.68	03/15/2019	M	6,665	06/21/2013	06/21/2022		Common Shares Of Beneficial Interest
Non-qualified Stock Option (Right to Buy)	\$ 48.1	03/15/2019	M	6,704	06/13/2014	06/13/2023		Common Shares Of Beneficial Interest
Non-qualified Stock Option (Right to Buy)	\$ 52.2	03/15/2019	M	6,481	06/12/2015	06/12/2024		Common Shares Of Beneficial Interest

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/ Samantha Thompson,
Attorney-in-fact
03/18/2019

**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 Equity Residential 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 \$74.67 to \$75.02. 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.

(3) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$74.56 to \$74.98. 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.

(4) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$74.86 to \$74.99. 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.

(5) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$74.46 to \$74.78. 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.

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

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.