

SPECTOR GERALD A
Form 4
March 25, 2019

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 *
SPECTOR GERALD A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TWO NORTH RIVERSIDE
PLAZA, SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2019

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

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Shares Of Beneficial Interest | 03/22/2019 | | M | | 7,123 | A | \$ 28.1 |
| | | | | | 290,065 | | |
| Common Shares Of Beneficial Interest | 03/22/2019 | | S | | 7,123 | D | \$ 75 |
| | | | | | 282,942 | | |
| Common Shares Of Beneficial Interest | 03/22/2019 | | M | | 5,815 | A | \$ 50.19 |
| | | | | | 288,757 | | |

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| | | | | | | | | |
|--------------------------------------|------------|---|-------|---|-------|-----------------------|---|--------------|
| Common Shares Of Beneficial Interest | 03/22/2019 | S | 5,815 | D | \$ 75 | 282,942 | D | |
| Common Shares Of Beneficial Interest | | | | | | 27,500 ⁽¹⁾ | I | Family Trust |
| Common Shares Of Beneficial Interest | | | | | | 25,015 ⁽²⁾ | I | Family Trust |
| Common Shares Of Beneficial Interest | | | | | | 57,187 ⁽³⁾ | 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.

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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) (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-qualified Stock Option (Right to Buy) | \$ 28.1 | 03/22/2019 | | M | 7,123 | ⁽⁴⁾ 02/05/2020 | Common Shares Of Beneficial Interest | 7,123 | |
| Non-qualified Stock Option (Right to Buy) | \$ 50.19 | 03/22/2019 | | M | 5,815 | 06/16/2012 06/16/2021 | Common Shares Of Beneficial Interest | 5,815 | |

Reporting Owners

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

Signatures

/s/ Samantha Thompson,
Attorney-in-fact

03/25/2019

__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) Represents shares beneficially owned by the Concord Lane Trust. Mr. Spector disclaims beneficial ownership of said shares except to the extent of any pecuniary interest therein.
- (2) 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.
- (3) Represents shares beneficially owned by Mr. Spector's spouse. Mr. Spector disclaims beneficial ownership of said shares except to the extent of any pecuniary interest therein.
- (4) Represents share options which vested in approximately three equal installments on February 5, 2011, February 5, 2012 and February 5, 2013.

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.