

KNOX BOONE A
Form 4
February 07, 2006

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 *
KNOX BOONE 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)

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

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

THE KNOX FOUNDATION /
KNOX, LTD., 3133 WASHINGTON
ROAD, N.W.

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

(Street)

THOMSON, GA 30824

(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 Indirect Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Shares of Beneficial Interest | 02/03/2006 | | A ⁽¹⁾ | 1,314 A | \$ 42.8 180,582 | D | |
| Common Shares of Beneficial Interest | | | | | 6,774 ⁽²⁾ | I | BT Investments |
| Common Shares of Beneficial Interest | | | | | 848 ⁽³⁾ | I | Custodian |

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| | | | | | |
|--------------------------------------|--------------------------|---|--|-----------------|--|
| Interest | | | | | |
| Common Shares of Beneficial Interest | 335,892 ⁽⁴⁾ | I | | Folkstone | |
| Common Shares of Beneficial Interest | 359,678 ⁽⁵⁾ | I | | Knox Foundation | |
| Common Shares of Beneficial Interest | 2,347,898 ⁽⁶⁾ | I | | Knox, Ltd. | |
| Common Shares of Beneficial Interest | 12,204 ⁽⁷⁾ | I | | SERP Account | |
| Common Shares of Beneficial Interest | 144,298 ⁽⁸⁾ | I | | Sister-In-Law | |
| Common Shares of Beneficial Interest | 6,228 ⁽⁹⁾ | I | | Spouse | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Am or Nur of S |
| | | | | Code | V (A) (D) | | | | |

| | | | | | | | | | |
|---|------------|------------|--|---|-------|------------|------------|---|----|
| Non-Qualified Stock Option (right to buy) | \$ 22.9688 | | | | | 11/16/2000 | 05/16/2010 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 23.375 | | | | | 05/17/2001 | 05/17/2009 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 23.55 | | | | | 08/07/2003 | 02/07/2013 | Common Shares of Beneficial Interest | 5, |
| Non-Qualified Stock Option (right to buy) | \$ 25.865 | | | | | 11/15/2001 | 05/15/2011 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 27.2 | | | | | 01/17/2003 | 01/17/2012 | Common Shares of Beneficial Interest | 5, |
| Non-Qualified Stock Option (right to buy) | \$ 29.25 | | | | | 01/27/2004 | 01/27/2014 | Common Shares of Beneficial Interest | 5, |
| Non-Qualified Stock Option (right to buy) | \$ 31.76 | | | | | 02/03/2005 | 02/03/2015 | Common Shares of Beneficial Interest | 4, |
| Non-Qualified Stock Option (right to buy) | \$ 42.8 | 02/03/2006 | | A | 4,445 | 08/03/2006 | 02/03/2016 | Common Shares of Beneficial Interest | 4, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KNOX BOONE A THE KNOX FOUNDATION / KNOX, LTD. 3133 WASHINGTON ROAD, N.W. THOMSON, GA 30824 | | | | X |

Signatures

By: Barbara Shuman,
Attorney-in-fact

02/07/2006

__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).
- (4) Shares reported herein are beneficially owned by Folkstone Limited Partnership (FLP). Mr. Knox is a general partner of FLP. Mr. Knox disclaims beneficial ownership of the shares owned by FLP except to the extent of his pecuniary interest therein.
- (6) Shares reported herein are beneficially owned by Knox, Ltd.. Mr. Knox is the general partner of Knox, Ltd.. Mr. Knox disclaims beneficial ownership of the shares owned by Knox, Ltd. except to the extent of his pecuniary interest therein.
- (15) Share options reported on this line will become exercisable in three equal installments on July 27, 2004; January 27, 2005 and January 27, 2006.
- (16) Share options reported on this line will become exercisable in three equal installments on August 3, 2005; February 3, 2006 and February 3, 2007.
Shares reported herein are beneficially owned by Mr. Knox's spouse. Mr. Knox disclaims beneficial ownership of these shares and this report not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (9) Shares reported herein are beneficially owned by Mr. Knox's spouse. Mr. Knox disclaims beneficial ownership of these shares and this report not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (11) Share options reported on this line are fully exercisable.
- (17) Share options reported on this line will become exercisable in three equal installments on August 3, 2006; February 3, 2007 and February 3, 2008.
Shares reported herein are beneficially owned by BT Investments, a Georgia general partnership. Mr. Knox is managing partner of BT Investments. Mr. Knox disclaims beneficial ownership of the shares owned by BT Investments except to the extent of his pecuniary interest therein.
- (2) Shares reported herein are beneficially owned by BT Investments, a Georgia general partnership. Mr. Knox is managing partner of BT Investments. Mr. Knox disclaims beneficial ownership of the shares owned by BT Investments except to the extent of his pecuniary interest therein.
- (12) 1,974 share options reported herein will become exercisable on February 7, 2004; 1,974 share options will become exercisable on February 7, 2005; and 1,973 share options will become exercisable on February 7, 2006.
- (10) Share options reported on this line are fully exercisable.
Shares reported herein are beneficially owned by the Knox Foundation, a charitable trust. Mr. Knox is trustee of the Knox Foundation.
- (5) Mr. Knox disclaims beneficial ownership of these shares and this report shall not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (1) The Restricted shares reported in this grant are scheduled to vest on February 3, 2009.
Shares reported herein are beneficially owned by Mr. Knox, not individually, but as custodian for his neice and nephew. Mr. Knox disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (3) Shares reported herein are beneficially owned by Mr. Knox, not individually, but as custodian for his neice and nephew. Mr. Knox disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (14) 3,333 share options reported herein are exercisable; 1,667 will become exercisable on January 17, 2004.
Shares reported herein are beneficially owned by Mr. Knox's sister-in-law, over which he has investment authority. Mr. Knox disclaims beneficial ownership of these shares and this report shall not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
- (8) Shares reported herein are beneficially owned by Mr. Knox's sister-in-law, over which he has investment authority. Mr. Knox disclaims beneficial ownership of these shares and this report shall not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
- (7) Shares reported herein are owned by The Security Trust Company, as Trustee of the Equity Residential Supplemental Retirement Plan for the benefit of the reporting person and were acquired through Equity Residential's Employee Share Purchase Plan.
- (13) 6,668 share options reported herein are currently exercisable; and 3,332 share options will become exercisable on May 15, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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