

EQUITY RESIDENTIAL  
Form 4  
May 27, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GEORGE ALAN W

(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)  
05/26/2011

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)  
Executive Vice President & CIO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares Of Beneficial Interest	05/26/2011		M		30,000	A	\$ 31.76
Common Shares Of Beneficial Interest	05/26/2011		S		30,000	D	\$ 59.8038 (1)
Common Shares Of Beneficial Interest							2,607.6207 (2)
						I	401(k) Plan

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Common Shares Of Beneficial Interest	51,725.247 <u>(3)</u>	I	SERP Account
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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. 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)																									
<table style="width: 100%; border: none;"> <tr> <td></td> <td></td> <td></td> <td></td> <td style="text-align: center;">Code</td> <td style="text-align: center;">V</td> <td style="text-align: center;">(A)</td> <td style="text-align: center;">(D)</td> <td></td> <td style="text-align: center;">Date Exercisable</td> <td style="text-align: center;">Expiration Date</td> <td style="text-align: center;">Title</td> <td style="text-align: center;">Amount or Number of Shares</td> </tr> <tr> <td style="padding-top: 10px;">Non-qualified Stock Option (Right to Buy)</td> <td style="padding-top: 10px;">\$ 31.76</td> <td style="padding-top: 10px;">05/26/2011</td> <td></td> <td style="padding-top: 10px; text-align: center;">M</td> <td></td> <td style="padding-top: 10px; text-align: center;">30,000</td> <td></td> <td style="padding-top: 10px;"></td> <td style="padding-top: 10px; text-align: center;"><u>(4)</u></td> <td style="padding-top: 10px;">02/03/2015</td> <td style="padding-top: 10px;">Common Shares Of Beneficial Interest</td> <td style="padding-top: 10px; text-align: right;">30,</td> </tr> </table>											Code	V	(A)	(D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Non-qualified Stock Option (Right to Buy)	\$ 31.76	05/26/2011		M		30,000			<u>(4)</u>	02/03/2015	Common Shares Of Beneficial Interest	30,
				Code	V	(A)	(D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares																				
Non-qualified Stock Option (Right to Buy)	\$ 31.76	05/26/2011		M		30,000			<u>(4)</u>	02/03/2015	Common Shares Of Beneficial Interest	30,																				

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

GEORGE ALAN W  
TWO NORTH RIVERSIDE PLAZA, SUITE 400  
CHICAGO, IL 60606

Executive Vice President & CIO

## Signatures

s/ By: Jane Matz,  
Attorney-in-fact    05/27/2011

        \*\*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) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$59.80 to \$59.84. 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

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of shares sold at each separate price.

- (2) Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with the Equity Residential Advantage 401(k) Retirement Savings Plan, a plan qualified under Section 401(k) of the Internal Revenue Code of 1986, as amended. Such shares represent acquisitions through April 8, 2011.
- (3) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (4) Represents share options scheduled to vest in approximately three equal installments on February 3, 2006, February 3, 2007 and February 3, 2008.

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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