#### **EQUITY RESIDENTIAL**

Form 4 May 02, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

**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 See Instruction

30(h) of the Investment Company Act of 1940

1(4)

Common

Shares Of

Beneficial

Interest

Common

Shares Of

Beneficial

may continue.

I(b).											
(Print or Type	Responses)										
1. Name and Address of Reporting Person * ZELL SAMUEL		2. Issuer Name <b>and</b> Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]				···s	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
TWO NOR PLAZA, SU	TH RIVERSIDE	Middle)		of Earliest Transaction /Day/Year) /2011				X Director 10% Owner Officer (give titleX Other (specify below) Chairman of the Board			
CHICAGO				Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CHICHGO	, iL 00000							Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	rities Acqu	ired, 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. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Indirect Form: Benefic Direct (D) Owners or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price		(Instr. 4)		
Common Shares Of Beneficial Interest	04/29/2011			M	10,000	A	\$ 25.865	2,605,988.4731 (1)	D		

By Spouse,

Trustee for

Helen Zell

Revocable

Samstock,

Trust

L.L.C.

 $600^{(2)}$ 

 $1,206,968 \frac{(3)}{}$ 

Ι

Ι

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Interest	
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Common Shares Of Beneficial Interest	29,093.608 (4)	I	Samuel Zell Revocable Trust
Common Shares Of Beneficial Interest	565,371.627 (5)	I	SERP Account
Common Shares Of Beneficial Interest	1,246 (6)	I	SZ JoAnn Trust
Common Shares Of Beneficial Interest	1,246 (7)	I	SZ Kellie Trust
Common Shares Of Beneficial Interest	1,246 (8)	I	SZ Matthew Trust
Common Shares Of Beneficial Interest	136,747 (9)	I	Zell Family Foundation

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)	Code Securities		Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
	\$ 25.865	04/29/2011		M	10,000	(10)	05/15/2011		10,

Non-qualified Stock Option (Right to Buy) Common Shares Of Beneficial Interest

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZELL SAMUEL

TWO NORTH RIVERSIDE PLAZA, SUITE 600 X

Chairman of the Board

CHICAGO, IL 60606

# **Signatures**

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

05/02/2011

\*\*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) Direct total includes restricted shares of the Company scheduled to vest in the future.
- Shares reported herein are beneficially owned by the Helen Zell Revocable Trust ("HZRT"). Mr. Zell's spouse, Helen Zell, is the trustee of HZRT. Mr. Zell disclaims beneficial ownership of the shares reported as beneficially owned by him except to the extent of his pecuniary interest therein.
  - Shares reported herein are beneficially owned by Samstock, L.L.C. ("Samstock"). The sole member of Samstock is SZ Investments, L.L.C. ("SZ"). The managing member of SZ is Zell General Partnership, Inc. ("Zell GP"). Sam Investment Trust ("SIT") is the sole
- (3) stockholder of Zell GP, and Chai Trust Company, LLC ("Chai Trust") is the trustee of SIT. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) Shares reported herein are owned by the Samuel Zell Revocable Trust. Mr. Zell is sole trustee and beneficiary of the Samuel Zell Revocable Trust, and, as such, he may be deemed the beneficial owner of the shares reported herein.
- (5) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- Shares reported herein are beneficially owned by the SZ JoAnn Trust ("SZJT"), of which Chai Trust Company, LLC ("Chai Trust") is

  the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell is a beneficiary of SZJT and, as such, Mr. Zell may be deemed the beneficial owner of the shares reported herein.
- Shares reported herein are beneficially owned by the SZ Kellie Trust ("SZKT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell is a beneficiary of the SZKT and, as such, Mr. Zell may be deemed the beneficial owner of the shares reported herein.
- Shares reported herein are beneficially owned by the SZ Matthew Trust ("SZMT"), of which Chai Trust Company, LLC ("Chai Trust")

  (8) is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell is a beneficiary of the SZMT and, as such, Mr. Zell may be deemed the beneficial owner of the shares reported herein.
- (9) Shares reported herein are beneficially owned by the Zell Family Foundation ("Foundation"). Mr. Zell is a director of the Foundation, and does not have a pecuniary interest in such shares.
- (10) Represents share options scheduled to vest in approximately three equal installments on November 15, 2001, May 15, 2002 and 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.

Reporting Owners 3

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