SHAPIRO MARK S

Form 4 May 31, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287 January 31,

Expires:

2005

0.5

response...

Estimated average burden hours per

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

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A SHAPIRO	Symbol	2. Issuer Name and Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]				5. Relationship of Reporting Person(s) to Issuer				
(Last) TWO NOR PLAZA, SU	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2012				(Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)				
CHICAGO	(Street) , IL 60606		4. If Amendment, Date Original Filed(Month/Day/Year)			A 	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zi	i ^{p)} Tabl	le I - Non-F) erivative	Secu		red, Disposed of,	or Beneficiall	v Owned	
1.Title of Security (Instr. 3)	a		3. Transaction Code (Instr. 8)	4. Securi	ties A sed of 4 and (A) or	cquired (A)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Shares Of Beneficial Interest	05/30/2012		M	1,564	A	\$ 32.97	3,882 (1)	D		
Common Shares Of Beneficial Interest	05/30/2012		M	4,046	A	\$ 32.97	7,928 (1)	D		
Common Shares Of Beneficial Interest	05/30/2012		S	5,610	D	\$ 61.1144 (2)	2,318 (1)	D		

Edgar Filing: SHAPIRO MARK S - Form 4

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)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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 proof 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-qualifie Stock Option (Right to Buy	\$ 32.97	05/30/2012		M	1,564	(3)	02/05/2020	Common Shares Of Beneficial Interest	1,56
Non-qualifie Stock Option (Right to Buy	\$ 32.97	05/30/2012		M	4,046	(3)	02/05/2020	Common Shares Of Beneficial Interest	4,04

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SHAPIRO MARK S TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	X					

Signatures

s/ By: Jane Matz, Attorney-in-fact 05/31/2012

**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.

Reporting Owners 2

Edgar Filing: SHAPIRO MARK S - Form 4

- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$61.10 to \$61.16. The reporting (2) 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) Represents share options scheduled to vest 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.