#### TENNISON MARK N

Form 4 June 01, 2012

# FORM 4

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

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

**SECURITIES** 

1(b).

(Print or Type Responses)

TENNISON MARK N			Symbol EQUITY RESIDENTIAL [EQR]					Issuer			
<i>a</i>	_						(Check all applicable)				
TWO NORT	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2012					Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President					
CHICAGO,	(Street) IL 60606	4. If Amendment, Date Original Filed(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 Person				
(City)	(State)	(Zip)	m-1.1.	T. N D.		·	· · · · · · · ·		. C D C	II- O1	
(Chij)	(State)	( <b>2.</b> P)	Table	I - Non-De	rivative S	ecurii	ties Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executany		3. Transaction Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	d (A) of d of (E) 4 and (A) or	<b>)</b> )	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)	
Common											
Shares Of Beneficial Interest	05/30/2012			C(1)	6,390	A	<u>(1)</u>	17,271 (2)	D		
Common Shares Of Beneficial Interest								233.4035 (3)	I	401(k) Plan	
Common Shares Of Beneficial Interest								36,801.491 (4)	I	SERP Account	

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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	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exer	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		e Expiration I	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired						
	Derivative				(A) or					
	Security				Disposed of	•				
				(D)						
					(Instr. 3, 4,					
					and 5)					
						Date	Expiration	T:41-	Amount	
						Exercisable	Date	Title	Number of	
				Code V	(A) (D)				Shares	
I TID								Operating		
LTIP	\$ 0 (5)	05/30/2012		C(1)	6,39	$) \qquad \underline{(5)}$	02/06/2019	Partnership	6,390	
Units	_			_ <del>_</del>	·	_		Units		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TENNISON MARK N TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

**Executive Vice President** 

### **Signatures**

s/ By: Jane Matz, Attorney-in-fact 06/01/2012

\*\*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).
- The reporting person elected to redeem 6,390 units of limited partnership interests ("OP Units") of ERP Operating Limited Partnership, of (1) which Equity Residential (the "Company") is the general partner, in accordance with the terms of such OP units, and as a result of such redemption received an equal number of common shares of the Company.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- 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 13, 2012.

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- (4) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
  - Represents a grant made to the reporting person on March 12, 2009, of restricted limited partnership interests ("LTIP Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of Equity Residential (the "Company"), in lieu of restricted shares as part of an annual grant of long-term compensation. The LTIP Units are a class of partnership interest that automatically convert into an equal number of limited partnership interests of the Operating Partnership ("OP Units") when the capital
- account related to the LTIP Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). If the LTIP Units do convert into OP Units, subject to any vesting requirements, the OP Units may be redeemed by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. Since the capital account related to the LTIP Units reflected in this report reached its specified target for federal income tax purposes, the LTIP Units automatically converted into an equal number of OP Units and such OP Units are no longer subject to any vesting requirements and may be redeemed by the reporting person.

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.