

## EQUITY RESIDENTIAL

Form 4

October 29, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TENNISON MARK N

(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)

10/27/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Shares Of Beneficial Interest	10/27/2015		M	9,224	A \$ 42.8	20,105	D
Common Shares Of Beneficial Interest	10/27/2015		S	9,224	D \$ 80.732 (1)	10,881	D
Common Shares Of Beneficial Interest	10/27/2015		M	12,480	A \$ 53.5	23,361	D

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Common Shares Of Beneficial Interest	10/27/2015	S	12,480	D	\$ 80.538 (2)	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	M	400	A	\$ 38.57	11,281	D	
Common Shares Of Beneficial Interest	10/27/2015	S	400	D	\$ 80.545 (3)	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	M	300	A	\$ 23.07	11,181	D	
Common Shares Of Beneficial Interest	10/27/2015	S	300	D	\$ 80.553 (4)	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	M	10	A	\$ 23.07	10,891	D	
Common Shares Of Beneficial Interest	10/27/2015	S	10	D	\$ 80	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	M	400	A	\$ 32.97	11,281	D	
Common Shares Of Beneficial Interest	10/27/2015	S	400	D	\$ 80.525 (5)	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	S	670.439	D	\$ 79.64	670.439 (6)	I	SERP Account
Common Shares Of Beneficial Interest	10/28/2015	M	1,828	A	\$ 38.57	12,709	D	
	10/28/2015	S	1,828	D		10,881	D	

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Common  
Shares Of  
Beneficial  
Interest

\$  
80.009  
(7)

Common  
Shares Of  
Beneficial  
Interest

260.4586 (8) I

401(k)  
Plan

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)	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 42.8	10/27/2015		M	9,224	<u>(9)</u>	02/03/2016	Common Shares Of Beneficial Interest	9,224
Non-qualified Stock Option (Right to Buy)	\$ 53.5	10/27/2015		M	12,480	<u>(10)</u>	02/08/2017	Common Shares Of Beneficial Interest	12,480
Non-qualified Stock Option (Right to Buy)	\$ 38.57	10/27/2015		M	400	<u>(11)</u>	02/07/2018	Common Shares Of Beneficial Interest	400
Non-qualified Stock Option (Right to Buy)	\$ 23.07	10/27/2015		M	300	<u>(12)</u>	02/06/2019	Common Shares Of Beneficial Interest	300
Non-qualified Stock Option (Right to Buy)	\$ 23.07	10/27/2015		M	10	<u>(12)</u>	02/06/2019	Common Shares Of Beneficial	10

Non-qualified Stock Option (Right to Buy)	\$ 32.97	10/27/2015	M	400	(13)	02/05/2020	Interest Common Shares Of Beneficial Interest	40
Non-qualified Stock Option (Right to Buy)	\$ 38.57	10/28/2015	M	1,828	(11)	02/07/2018	Interest Common Shares Of Beneficial Interest	1,828

## 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

10/29/2015

\_\_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 \$80.67 to \$80.76. 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 of shares sold at each separate price.
- (2) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.50 to \$80.61. 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 of shares sold at each separate price.
- (3) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.50 to \$80.60. 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 of shares sold at each separate price.
- (4) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.51 to \$80.59. 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 of shares sold at each separate price.
- (5) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.50 to \$80.58. 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 of shares sold at each separate price.
- (6) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (7) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.00 to \$80.02. 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 of shares sold at each separate price.
- (8)

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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 October 12, 2015.

- (9) Represents share options scheduled to vest in approximately three equal installments on February 3, 2007, February 3, 2008 and February 3, 2009.
- (10) Represents share options scheduled to vest in three equal installments on February 8, 2008, February 8, 2009 and February 8, 2010. The reporting person disclaims beneficial ownership of a portion of such options except to the extent of his pecuniary interest therein.
- (11) Represents share options scheduled to vest in three equal installments on February 7, 2009, February 7, 2010 and February 7, 2011. The reporting person disclaims beneficial ownership of a portion of such options except to the extent of his pecuniary interest therein.
- (12) Represents share options scheduled to vest in approximately three equal installments on February 6, 2010, February 6, 2011 and February 6, 2012. The reporting person disclaims beneficial ownership of a portion of such options except to the extent of his pecuniary interest therein.
- (13) 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.

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