

EQUITY RESIDENTIAL  
Form 4  
February 12, 2008

**FORM 4**

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

OMB APPROVAL

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

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 \*  
ZELL SAMUEL

(Last) (First) (Middle)

TWO NORTH RIVERSIDE  
PLAZA, SUITE 600

(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)  
02/08/2008

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)  
Chairman of the Board

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)
Common Shares of Beneficial Interest				(A) or (D)	1,619,039.5883 (1)	D	
Common Shares of Beneficial Interest				V	600 (2)	I	By Spouse, Trustee for Helen Zell Revocable Trust
Common Shares of Beneficial Interest					1,206,968 (3)	I	Samstock, L.L.C.

Edgar Filing: EQUITY RESIDENTIAL - Form 4

Interest									
Common Shares of Beneficial Interest						22,056.31 <sup>(4)</sup>	I		Samuel Zell Revocable Trust
Common Shares of Beneficial Interest	02/08/2008	A	500	A	\$ 36.98	365,250.9189 <sup>(5)</sup>	I		SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	1,300	A	\$ 36.99	366,550.9189 <sup>(5)</sup>	I		SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	1,100	A	\$ 37	367,650.9189 <sup>(5)</sup>	I		SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	3,600	A	\$ 37.01	371,250.9189 <sup>(5)</sup>	I		SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	200	A	\$ 37.0125	371,450.9189 <sup>(5)</sup>	I		SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	100	A	\$ 37.013	371,550.9189 <sup>(5)</sup>	I		SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	193	A	\$ 37.0175	371,743.9189 <sup>(5)</sup>	I		SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	3,941	A	\$ 37.02	375,684.9189 <sup>(5)</sup>	I		SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	183	A	\$ 37.025	375,867.9189 <sup>(5)</sup>	I		SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	307	A	\$ 37.0275	376,174.9189 <sup>(5)</sup>	I		SERP Account

Edgar Filing: EQUITY RESIDENTIAL - Form 4

Common Shares of Beneficial Interest	02/08/2008	A	10,822	A	\$ 37.03	<u>386,996.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	200	A	\$ 37.035	<u>387,196.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	2,200	A	\$ 37.04	<u>389,396.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	814	A	\$ 37.05	<u>390,210.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	4,000	A	\$ 37.06	<u>394,210.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	1,300	A	\$ 37.07	<u>395,510.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	400	A	\$ 37.08	<u>395,910.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	1,600	A	\$ 37.09	<u>397,510.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	149	A	\$ 37.1	<u>397,659.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	1,151	A	\$ 37.11	<u>398,810.9189</u> (5)	I	SERP Account
Common Shares of Beneficial Interest	02/08/2008	A	2,515	A	\$ 37.12	<u>401,325.9189</u> (5)	I	SERP Account
	02/08/2008	A	1,038	A	\$ 37.13		I	

Edgar Filing: EQUITY RESIDENTIAL - Form 4

Common Shares of Beneficial Interest	402,363.9189 <u>(5)</u>		SERP Account
Common Shares of Beneficial Interest	1,246 <u>(6)</u>	I	SZ JoAnn Trust
Common Shares of Beneficial Interest	1,246 <u>(7)</u>	I	SZ Kellie Trust
Common Shares of Beneficial Interest	1,246 <u>(8)</u>	I	SZ Matthew Trust
Common Shares of Beneficial Interest	60,000 <u>(9)</u>	I	Zell Family Foundation

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

