

EQUITY RESIDENTIAL  
Form 4  
September 08, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
**Kaufman Ian**

(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)  
**09/05/2014**

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)  
**Chief Accounting Officer**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares Of Beneficial Interest	09/05/2014		M		1,795 A \$ 53.5	14,601.7356 (1)	D
Common Shares Of Beneficial Interest	09/05/2014		S		1,795 D \$ 67	12,806.7356 (1)	D
Common Shares Of Beneficial Interest	09/05/2014		M		1,567 A \$ 23.07	14,373.7356 (1)	D

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Common Shares Of Beneficial Interest	09/05/2014	S	1,567	D	\$ 67	12,806.7356 <u>(1)</u>	D	
Common Shares Of Beneficial Interest	09/05/2014	M	2,293	A	\$ 32.97	15,099.7356 <u>(1)</u>	D	
Common Shares Of Beneficial Interest	09/05/2014	S	2,293	D	\$ 67	12,806.7356 <u>(1)</u>	D	
Common Shares Of Beneficial Interest						372.3403 <u>(2)</u>	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 53.5	09/05/2014		M	1,795	<u>(3)</u> 02/08/2017	Common Shares Of Beneficial Interest	1,795
Non-qualified Stock Option (Right to Buy)	\$ 23.07	09/05/2014		M	1,567	<u>(4)</u> 02/06/2019	Common Shares Of Beneficial Interest	1,567
	\$ 32.97	09/05/2014		M	2,293	<u>(5)</u> 02/05/2020		2,293

Non-qualified  
Stock Option  
(Right to Buy)

Common  
Shares Of  
Beneficial  
Interest

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kaufman Ian TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606			Chief Accounting Officer	

## Signatures

s/ By: Jane Matz, 09/08/2014  
Attorney-in-fact

        \*\*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.  
Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with
- (2) 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 July 11, 2014.
- (3) Represents share options scheduled to vest in approximately three equal installments on February 8, 2008, February 8, 2009 and February 8, 2010.
- (4) Represents share options scheduled to vest in approximately three equal installments on February 6, 2010, February 6, 2011 and February 6, 2012.
- (5) 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.