

SPECTOR GERALD A
Form 5
February 10, 2006

FORM 5

OMB APPROVAL

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

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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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SPECTOR GERALD A

2. Issuer Name and Ticker or Trading Symbol
EQUITY RESIDENTIAL [EQR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Ofcr/EVP

TWO NORTH RIVERSIDE
PLAZA, SUITE 400

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60606

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Shares of Beneficial Interest	Â	Â	Â	Â	Â	Â	147,021 ⁽¹⁾	D	Â
Common Shares of Beneficial Interest	Â	Â	Â	Â	Â	Â	6,697 ⁽²⁾	I	Children
	Â	Â	Â	Â	Â	Â	395,984 ⁽³⁾	I	

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Common Shares of Beneficial Interest										SERP Account
Common Shares of Beneficial Interest	11/09/2005	Â	J ⁽⁴⁾	18,290	A	\$ 0	18,290	I		Spector Family Dynasty Trust
Common Shares of Beneficial Interest	11/09/2005	Â	G	18,290	D	\$ 0	223,581 ⁽⁵⁾	I		Spouse
Common Shares of Beneficial Interest	12/13/2005	Â	G	6,675	D	\$ 0	216,906 ⁽⁵⁾	I		Spouse
Common Shares of Beneficial Interest	12/14/2005	Â	G	250	D	\$ 0	216,656 ⁽⁵⁾	I		Spouse

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

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SEC 2270 (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 Security (Instr. 3 and 4)	Amount	
					(A) (D)	Date Exercisable	Expiration Date	Title	Num Shar
Non-Qualified Stock Option (right to buy)	\$ 23.55	Â	Â	Â	Â	02/07/2004	02/07/2013	Common Shares of Beneficial Interest	76
Non-Qualified Stock Option (right to buy)	\$ 25.844	Â	Â	Â	Â	01/18/2002	01/18/2011	Common Shares of Beneficial Interest	15

Non-Qualified Stock Option (right to buy)	\$ 27.2	Â	Â	Â	Â	Â	01/16/2003	01/16/2012	Common Shares of Beneficial Interest	16
Non-Qualified Stock Option (right to buy)	\$ 27.6	Â	Â	Â	Â	Â	07/11/2002	07/11/2011	Common Shares of Beneficial Interest	20
Non-Qualified Stock Option (right to buy)	\$ 29.25	Â	Â	Â	Â	Â	01/27/2004	01/27/2014	Common Shares of Beneficial Interest	20
Non-Qualified Stock Option (right to buy)	\$ 31.76	Â	Â	Â	Â	Â	02/03/2005	02/03/2015	Common Shares of Beneficial Interest	18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPECTOR GERALD A TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	Â X	Â	Â Chief Operating Ofcr/EVP	Â

Signatures

By: Barbara Shuman, Attorney-in-fact 02/10/2006

**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).
- (6) 76,315 share options reported herein will become exercisable on February 7, 2004; 76,316 share options will become exercisable on February 7, 2005; and 76,316 share options will become exercisable on February 7, 2006.
- (3) Shares reported herein are owned by The Security Trust Company, as Trustee of the Equity Residential Supplemental Retirement Plan for the benefit of the Reporting Person.
- (1) Shares reported on this line are owned directly and are subject to vesting.
- (8) 55,148 share options reported herein are currently exercisable; 55,148 share options will become exercisable on January 16, 2004; 55,148 share options will become exercisable on January 16, 2005.
- (7) 103,161 share options reported on this line are currently exercisable; and 51,581 share options will become exercisable on January 18, 2004.
- (2) Shares reported on this line are beneficially owned by Mr. Spector as custodian for his minor children. Mr. Spector disclaims beneficial ownership of said shares.
- (5) Shares reported on this line are beneficially owned by Mr. Spector's spouse. Mr. Spector disclaims beneficial ownership of said shares.

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- (9) One-third of the share options reported on this line are exercisable; one-third will become exercisable on July 11, 2003; and one-third will become exercisable on July 11, 2004.
- (10) Share options reported on this line will become exercisable in three equal installments on January 27, 2005; January 27, 2006 and January 27, 2007.
- (4) Shares reported on this line were previously held by Mr. Spector's spouse. On November 9, 2005, these shares were transferred to the Spector Family Dynasty Trust ("SFDT"). Mr. Spector is the sole trustee of the "SFDT" and as such, may be deemed the beneficial owner of the shares reported herein.
- (11) The share option grant reported on this line is held in the Spector Family Dynasty Trust (the "SFDT"). Mr. Spector is the sole trustee of the SFDT and as such, may be deemed the beneficial owner of the shares reported herein. Share options reported on this line are exercisable in three equal installments on February 3, 2006; February 3, 2007 and February 3, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.