### **EQUITY RESIDENTIAL**

Form 5

February 09, 2009

#### **OMB APPROVAL** FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if

**OMB** 3235-0362 Number: January 31, Expires:

2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person ** NEITHERCUT DAVID J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	EQUITY RESIDENTIAL [EQR]  3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)		
TWO NORTH RIVERSIDE			(Month/Day/Year) 12/31/2008	X Director 10% Owner X Officer (give title Other (specify below) President & CEO		
PLAZA, SU	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting		

CHICAGO, ILÂ 60606

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(check applicable line)

(City) (State)		(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner							
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)  (A) or Amount (D) Price		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)	
Common Shares Of Beneficial Interest	11/21/2008	Â	G	22,200	D	\$0	184,727 (1)	D	Â
Common Shares Of Beneficial Interest	11/21/2008	Â	G	22,200	A	\$ 0	22,200 (2)	I	Trust (fbo wife)
	12/04/2008	Â	G	755	D	\$0	11,091 (3)	I	

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Common Shares Of Beneficial Interest									Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	12/04/2008	Â	G	755	A	\$0	185,482 (1)	D	Â
Common Shares Of Beneficial Interest	12/04/2008	Â	G	755	A	\$0	186,237 (1)	D	Â
Common Shares Of Beneficial Interest	12/04/2008	Â	G	755	D	\$ 0	11,091 (4)	I	Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	12/10/2008	Â	G	16	D	\$0	11,075 (3)	I	Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	12/10/2008	Â	G	16	A	\$0	186,253 (1)	D	Â
Common Shares Of Beneficial Interest	12/10/2008	Â	G	16	A	\$ 0	186,269 (1)	D	Â
Common Shares Of Beneficial Interest	12/10/2008	Â	G	16	D	\$ 0	11,075 (4)	I	Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	12/12/2008	Â	G	56	A	\$ 0	11,131 (3)	Ι	Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	12/12/2008	Â	G	56	D	\$ 0	186,213 <u>(1)</u>	D	Â
Common Shares Of Beneficial Interest	12/12/2008	Â	G	56	D	\$ 0	186,157 <u>(1)</u>	D	Â
	12/12/2008	Â	G	56	A	\$0	11,131 (4)	I	

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Common Shares Of Beneficial Interest									Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	12/19/2008	Â	G	11,099	A	\$0	22,230 (3)	I	Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	12/19/2008	Â	G	11,099	D	\$0	11,101 (2)	I	Trust (fbo wife)
Common Shares Of Beneficial Interest	12/19/2008	Â	G	11,099	D	\$ 0	2 (2)	I	Trust (fbo wife)
Common Shares Of Beneficial Interest	12/19/2008	Â	G	11,099	A	\$0	22,230 (4)	I	Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	Â	Â	Â	Â	Â	Â	2,013.884 (5)	I	401(k) Plan
Common Shares Of Beneficial Interest	Â	Â	Â	Â	Â	Â	2,874 (6)	I	Family Limited Partnership
Common Shares Of Beneficial Interest	Â	Â	Â	Â	Â	Â	140,465.5595 (7)	I	SERP Account
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons w contained the form d	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Se
	Derivative				Securities		(Instr. 3 and 4)		В
	Security				Acquired				O
					(A) or				Eı
					Disposed				Is
					of (D)				Fi

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(Instr. 3, 4, and 5)

(A) (D) Date Expiration Title Amount Exercisable Date or Number

Other

of Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

NEITHERCUT DAVID J TWO NORTH RIVERSIDE PLAZA, SUITE 400 Â X Â Â President & CEO Â CHICAGO, ILÂ 60606

## **Signatures**

s/ By: Yasmina Duwe, Attorney-in-fact 02/09/2009

\*\*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 beneficially owned by a trust for the benefit of the reporting person's wife. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Represents shares beneficially owned by a trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Represents shares beneficially owned by a trust for the benefit of the reporting person's son. The reporting person disclaims beneficial (4) ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- 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 31, 2009.
- (6) Represents shares beneficially owned by a family limited partnership, of which the reporting person is the general partner.
- (7) Represents shares owned by AST Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.

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.

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