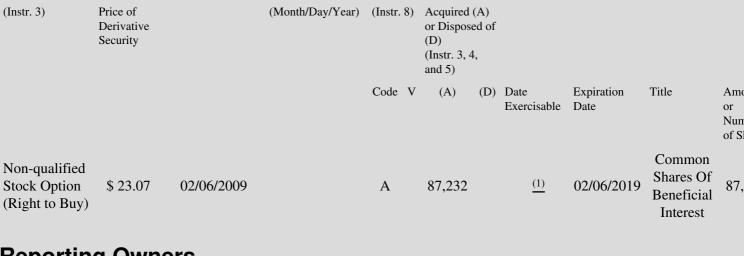
## Edgar Filing: TENNISON MARK N - Form 4

TENNISON MAI	RK N									
Form 4	h									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL			
<b>CURIVI 4</b> UNITED STATES SECURITIES AND EXCHAN Washington, D.C. 20549						COMMISSIO	N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated burden hou response	urs per	
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act Section 17(a) of the Public Utility Holding Company Act of 1933 30(h) of the Investment Company Act of 1940						of 1935 or Secti				
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> TENNISON MARK N			2. Issuer Name <b>and</b> Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]				5. Relationship of Reporting Person(s) to Issuer			
$(\mathbf{I}_{n-2})$ $(\mathbf{F}_{n-2})$ $(\mathbf{M}_{n-2})$			3. Date of Earliest Transaction				(Check all applicable)			
(Last) (First) (Middle) TWO NORTH RIVERSIDE PLAZA, SUITE 400			(Month/Day/Year) 02/06/2009				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
CHICAGO, IL 6	0606						Person	More than one re	sporting	
(City) (	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nnsaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V		(D) Price	(Instr. 3 and 4)			
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	Perso inform requir	ns who res nation cont ed to resp lys a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
r of the term	Director	10% Owner	Officer	Other
TENNISON MARK N TWO NORTH RIVERSIDE PLAZA, SUIT CHICAGO, IL 60606	E 400		Executive Vice President	
Signatures				
s/ By: Yasmina Duwe, Attorney-in-fact	02/10/2009			
**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) Represents share options scheduled to vest in approximately three equal installments on February 6, 2010, February 6, 2011 and February 6, 2012.

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.