#### **EQUITY RESIDENTIAL**

Form 4 June 28, 2013

# FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES** 

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

0.5

1(b).

(Print or Type Responses)

TENNISON MARK N

1. Name and Address of Reporting Person \*

			EQUI'	TY RESIDENT	QR]	(Check all applicable)			
(Last) (First) (Middle)  TWO NORTH RIVERSIDE PLAZA, SUITE 400			,	of Earliest Transad (Day/Year) 2013		Director 10% Owner Notice (give title Other (specify below) Executive Vice President			
	CHICAGO,	(Street) IL 60606		nendment, Date On onth/Day/Year)	A 	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							y Owned
	1.Title of Security (Instr. 3)  Common Shares Of Beneficial	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year	Transaction I Code (Ins	Oisposed of ttr. 3, 4 and  (A) or ount (D)		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)
	Interest Common Shares Of Beneficial Interest	06/28/2013		S 4,8	61 D	\$ 58.5215 (2)	10,881	D	
	Common Shares Of Beneficial Interest						240.777 (3)	I	401(k) Plan

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Common		
Shares Of	33,121.342	SERP
Beneficial	<u>(4)</u>	Account
Interest		

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

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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. Transactic Code (Instr. 8)	Cransaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units	\$ 0 (5)	06/26/2013		C <u>(1)</u>		4,861	<u>(6)</u>	01/28/2021	Operating Partnership Units	4,861

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

TENNISON MARK N TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

**Executive Vice President** 

## **Signatures**

s/ By: Jane Matz, Attorney-in-fact 06/28/2013

\*\*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)** 

Reporting Owners 2

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The reporting person elected to redeem 4,861 units of limited partnership interests ("OP Units") of ERP Operating Limited Partnership, of which Equity Residential (the "Company") is the general partner, in accordance with the terms of such OP units, and as a result of such redemption received an equal number of common shares of the Company.

- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$58.51 to \$58.525. The

  (2) reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with (3) 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 April 12, 2013.
- (4) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
  - On January 28, 2011, the reporting person elected to exchange his previously reported restricted shares for limited partnership interests ("LTIP Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of Equity Residential (the "Company"), on a one-for-one basis. LTIP Units are a class of partnership interest that automatically convert into an equal number of
- (5) limited partnership interests of the Operating Partnership ("OP Units") when the capital account related to the LTIP Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to any vesting requirements of the grant, OP Units are redeemable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. The LTIPS reflected in this report also include any OP Units into which such LTIP Units automatically convert.
- (6) The LTIP Units vested on February 7, 2011.

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.