EQUITY RESIDENTIAL

Form 4 June 28, 2013

FORM 4

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

OMB APPROVAL OMB

Expires:

Check this box if no longer

3235-0287 Number:

January 31,

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GEORGE ALAN W

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Last)

(Middle)

(Zip)

EQUITY RESIDENTIAL [EQR]

(Check all applicable)

TWO NORTH RIVERSIDE

PLAZA, SUITE 400

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify _X__ Officer (give title

06/26/2013

below) Executive Vice President & CIO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person Dominative Committee Apprimed Disposed of an Domesically O

CHICAGO, IL 60606

(City)

(,)	()	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired ((A) or	5. Amount of	6.	7. Nature	
Security	(Month/Day/Year)	Execution Date, if	TransactiorDisposed of (D)				Securities	Ownership	of Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)				Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)	
					(4)		Reported	(I)		
					(A)		Transaction(s)	(Instr. 4)		
			C 1 W		or (D)	ъ.	(Instr. 3 and 4)			
~			Code V	Amount	(D)	Price				
Common										
Shares Of	06/06/0012		C	2.765.2051	D	\$	0	T	401(k)	

Beneficial

06/26/2013

S 2,765.2951 D

57.1305

Ι

401(k) Plan

Interest

Common Shares Of

Beneficial

72,687.627 D

Interest

Common

Shares Of Beneficial

22,243,998 (1)

SERP Account

Interest

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	unt of	Derivative	
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) Deri	vative			Secur	rities	(Instr. 5)
	Derivative				Secu	ırities			(Instr	. 3 and 4)	
	Security				Acqı	uired					
	·				(A) (or					
					` ′	osed					
					of (I						
					(Inst	· /					
					4, an	- 1					
					,	/					
										Amount	
							Date	Expiration		or	
								Date	Title	Number	
										of	
				Code	V (A)	(D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GEORGE ALAN W TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

Executive Vice President & CIO

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) Represents shares owned by Principal 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 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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