

EQUITY RESIDENTIAL

Form 4

December 04, 2014

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

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

(Last) (First) (Middle)

TWO NORTH RIVERSIDE
PLAZA, SUITE 400

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 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)
			Code	V	Amount or Price		
Common Shares Of Beneficial Interest	12/02/2014		M		5,607 A \$ 53.5	278,728.3667 (1)	D
Common Shares Of Beneficial Interest	12/02/2014		S		5,607 D \$ 71.095 (2)	273,121.3667 (1)	D
Common Shares Of Beneficial Interest	12/02/2014		M		4,599 A \$ 38.57	277,720.3667 (1)	D

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Common Shares Of Beneficial Interest	12/02/2014	S	4,599	D	\$ 71.107 (3)	273,121.3667 (1)	D	
Common Shares Of Beneficial Interest	12/02/2014	M	110,957	A	\$ 38.57	384,078.3667 (1)	D	
Common Shares Of Beneficial Interest	12/02/2014	S	110,957	D	\$ 71.103 (4)	273,121.3667 (1)	D	
Common Shares Of Beneficial Interest	12/03/2014	M	23,850	A	\$ 38.57	296,971.3667 (1)	D	
Common Shares Of Beneficial Interest	12/03/2014	S	23,850	D	\$ 71.011 (5)	273,121.3667 (1)	D	
Common Shares Of Beneficial Interest						3,472 (6)	I	Children
Common Shares Of Beneficial Interest						27,500 (7)	I	Family Trust
Common Shares Of Beneficial Interest						25,015 (8)	I	Family Trust
Common Shares Of Beneficial Interest						57,187 (9)	I	Spouse

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.

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(9-02)

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

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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)	8. An
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 53.5	12/02/2014		M	5,607	<u>(10)</u> 02/08/2017	Common Shares Of Beneficial Interest	5
Non-qualified Stock Option (Right to Buy)	\$ 38.57	12/02/2014		M	4,599	<u>(11)</u> 02/07/2018	Common Shares Of Beneficial Interest	4
Non-qualified Stock Option (Right to Buy)	\$ 38.57	12/02/2014		M	110,957	<u>(12)</u> 02/07/2018	Common Shares Of Beneficial Interest	11
Non-qualified Stock Option (Right to Buy)	\$ 38.57	12/03/2014		M	23,850	<u>(12)</u> 02/07/2018	Common Shares Of Beneficial Interest	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPECTOR GERALD A TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	X			Vice Chairman

Signatures

s/ By: Jane Matz, Attorney-in-fact 12/04/2014

**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.
The price represents the weighted average price of the shares sold. The shares were sold within a range of \$71.08 to \$71.12. 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.

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- (3) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$71.08 to \$71.13. The 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.
- (4) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$71.05 to \$71.18. The 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.
- (5) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$71.00 to \$71.12. The 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.
- (6) Represents shares beneficially owned by Mr. Spector as custodian for his minor children. Mr. Spector disclaims beneficial ownership of said shares.
- (7) Represents shares beneficially owned by the Concord Lane Trust. Mr. Spector disclaims beneficial ownership of said shares except to the extent of his pecuniary interest therein.
- (8) Represents shares held by 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.
- (9) Represents shares beneficially owned by Mr. Spector's spouse. Mr. Spector disclaims beneficial ownership of said shares except to the extent of his pecuniary interest therein.
- (10) Represents share options originally scheduled to vest in three equal installments on February 8, 2008, February 8, 2009 and February 8, 2010. The vesting date of the share options originally scheduled to vest on February 8, 2009 and February 8, 2010 was accelerated to November 3, 2008 due to the retirement of the reporting person as an executive officer of the Company.
- (11) Represents share options scheduled to vest in three equal installments on August 7, 2008, February 7, 2009 and February 7, 2010.
- (12) Represents share options originally scheduled to vest in approximately three equal installments on February 7, 2009, February 7, 2010 and February 7, 2011. The vesting date for all of the share options was accelerated to November 3, 2008 due to the retirement of the reporting person as an executive of the Company.

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.