Edgar Filing: EQUITY RESIDENTIAL - Form 4

EQUITY RE Form 4	SIDENTIAL											
December 24	l, 2014											
FORM			CECUD		ND EVC	TT 4 8		OMMISSION		PROVAL		
	UNITED S	DIAIES					NGE CO	UNIMISSION	OMB Number:	3235-0287		
Check thi if no long subject to	er STATEM	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								January 31, 2005 verage		
Section 1 Form 4 or			SECUR	ITIES		burden hour	's per					
Form 4 or Form 5 obligations may continue.response0.5See Instruction 1(b).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 19400.5												
(Print or Type F	Responses)											
Santee David S Sy				Symbol					5. Relationship of Reporting Person(s) to Issuer			
				Y RESIDENTIAL [EQR]				(Check all applicable)				
				3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner			
TWO NORTH RIVERSIDE12PLAZA, SUITE 40012				12/23/2014				XOfficer (give titleOther (specify below) below) Executive Vice President & COO				
	(Street)			If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Mor CHICAGO, IL 60606				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zip)	Table	e I - Non-I) Derivative S	ecuri		iired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transacti Code	4. Securit on(A) or Dis (Instr. 3, 4	ies Ac sposed	equired l 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		
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Shares Of Beneficial Interest	12/23/2014			М	20,000	A	\$ 60.25	45,960 <u>(1)</u>	D			
Common Shares Of Beneficial Interest	12/23/2014			S	20,000	D	\$ 74.51 (2)	25,960 <u>(1)</u>	D			
Common Shares Of Beneficial Interest								13.9628 <u>(3)</u>	Ι	401(k) Plan		

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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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-qualified Stock Option (Right to Buy)	\$ 60.25	12/23/2014		М	20,000	<u>(4)</u>	02/03/2022	Common Shares Of Beneficial Interest	20,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Santee David S FWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606			Executive Vice President & COO				
Signatures							

S

S T С

s/ By: Jane Matz, 12/24/2014 Attorney-in-fact

**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 \$74.50 to \$74.53. The reporting (2) 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 October 11, 2014.

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(4) Represents share options scheduled to vest in three equal installments on February 3, 2013, February 3, 2014 and February 3, 2015.

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.