

EQUITY RESIDENTIAL

Form 4

October 29, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
TENNISON MARK N

(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)
10/27/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	10/27/2015		M		9,224 A \$ 42.8	20,105	D
Common Shares Of Beneficial Interest	10/27/2015		S		9,224 D \$ 80.732 (1)	10,881	D
Common Shares Of Beneficial Interest	10/27/2015		M		12,480 A \$ 53.5	23,361	D

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Common Shares Of Beneficial Interest	10/27/2015	S	12,480	D	\$ 80.538 (2)	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	M	400	A	\$ 38.57	11,281	D	
Common Shares Of Beneficial Interest	10/27/2015	S	400	D	\$ 80.545 (3)	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	M	300	A	\$ 23.07	11,181	D	
Common Shares Of Beneficial Interest	10/27/2015	S	300	D	\$ 80.553 (4)	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	M	10	A	\$ 23.07	10,891	D	
Common Shares Of Beneficial Interest	10/27/2015	S	10	D	\$ 80	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	M	400	A	\$ 32.97	11,281	D	
Common Shares Of Beneficial Interest	10/27/2015	S	400	D	\$ 80.525 (5)	10,881	D	
Common Shares Of Beneficial Interest	10/27/2015	S	670.439	D	\$ 79.64	670.439 (6)	I	SERP Account
Common Shares Of Beneficial Interest	10/28/2015	M	1,828	A	\$ 38.57	12,709	D	
	10/28/2015	S	1,828	D		10,881	D	

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Common Shares Of Beneficial Interest	\$ 80.009 <u>(7)</u>		
Common Shares Of Beneficial Interest	260.4586 <u>(8)</u>	I	401(k) Plan

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

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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. 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 42.8	10/27/2015		M	9,224	<u>(9)</u> 02/03/2016	Common Shares Of Beneficial Interest	9,224
Non-qualified Stock Option (Right to Buy)	\$ 53.5	10/27/2015		M	12,480	<u>(10)</u> 02/08/2017	Common Shares Of Beneficial Interest	12,480
Non-qualified Stock Option (Right to Buy)	\$ 38.57	10/27/2015		M	400	<u>(11)</u> 02/07/2018	Common Shares Of Beneficial Interest	400
Non-qualified Stock Option (Right to Buy)	\$ 23.07	10/27/2015		M	300	<u>(12)</u> 02/06/2019	Common Shares Of Beneficial Interest	300
Non-qualified Stock Option (Right to Buy)	\$ 23.07	10/27/2015		M	10	<u>(12)</u> 02/06/2019	Common Shares Of Beneficial Interest	10

							Interest
Non-qualified Stock Option (Right to Buy)	\$ 32.97	10/27/2015	M	400	(13)	02/05/2020	Common Shares Of Beneficial Interest
Non-qualified Stock Option (Right to Buy)	\$ 38.57	10/28/2015	M	1,828	(11)	02/07/2018	Common Shares Of Beneficial Interest

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

10/29/2015

**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) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.67 to \$80.76. 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.
 - (2) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.50 to \$80.61. 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.
 - (3) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.50 to \$80.60. 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 \$80.51 to \$80.59. 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 \$80.50 to \$80.58. 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 owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
 - (7) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.00 to \$80.02. 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.
 - (8)

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Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with 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 12, 2015.

- (9) Represents share options scheduled to vest in approximately three equal installments on February 3, 2007, February 3, 2008 and February 3, 2009.
- (10) Represents share options scheduled to vest in three equal installments on February 8, 2008, February 8, 2009 and February 8, 2010. The reporting person disclaims beneficial ownership of a portion of such options except to the extent of his pecuniary interest therein.
- (11) Represents share options scheduled to vest in three equal installments on February 7, 2009, February 7, 2010 and February 7, 2011. The reporting person disclaims beneficial ownership of a portion of such options except to the extent of his pecuniary interest therein.
Represents share options scheduled to vest in approximately three equal installments on February 6, 2010, February 6, 2011 and
- (12) February 6, 2012. The reporting person disclaims beneficial ownership of a portion of such options except to the extent of his pecuniary interest therein.
- (13) Represents share options scheduled to vest in approximately three equal installments on February 5, 2011, February 5, 2012 and February 5, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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