

EQUITY RESIDENTIAL  
Form 5  
February 06, 2017

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
NEITHERCUT DAVID J

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

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)  
President & CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Shares Of Beneficial Interest | 09/27/2016                           | Â  | G                              | 22,205 (1) A  | \$ 0 105,102 (2)   | I  | Trust I   |
| Common Shares Of Beneficial Interest | 09/27/2016                           | Â  | G                              | 22,205 (1) D  | \$ 0 0   | I  | Grantor Trusts B                                      |
|                                      | 09/27/2016                           | Â  | G                              | D   | \$ 0 0   | I  |   |

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|                                      |            |   |   |               |   |      |            |   |                            |
|--------------------------------------|------------|---|---|---------------|---|------|------------|---|----------------------------|
| Common Shares Of Beneficial Interest |            |   |   | 22,205<br>(3) |   |      |            |   | Grantor Trusts E           |
| Common Shares Of Beneficial Interest | 09/27/2016 | Â | G | 22,205<br>(3) | A | \$ 0 | 105,102    | I | Trust I                    |
| Common Shares Of Beneficial Interest | 09/27/2016 | Â | G | 9,943<br>(4)  | A | \$ 0 | 0          | I | Trust II                   |
| Common Shares Of Beneficial Interest | 09/27/2016 | Â | G | 9,943<br>(4)  | D | \$ 0 | 0          | I | Grantor Trusts B           |
| Common Shares Of Beneficial Interest | 09/27/2016 | Â | G | 9,943<br>(5)  | A | \$ 0 | 0          | I | Trust II                   |
| Common Shares Of Beneficial Interest | 09/27/2016 | Â | G | 9,943<br>(5)  | D | \$ 0 | 0          | I | Grantor Trusts E           |
| Common Shares Of Beneficial Interest | Â          | Â | Â | Â             | Â | Â    | 3,132 (6)  | I | 401(k) Plan                |
| Common Shares Of Beneficial Interest | Â          | Â | Â | Â             | Â | Â    | 2,874 (7)  | I | Family Limited Partnership |
| Common Shares Of Beneficial Interest | Â          | Â | Â | Â             | Â | Â    | 40,000 (8) | I | Trust III                  |

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

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(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3)                  | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Disposed of (D)<br>(Instr. 3, 4, and 5) |                    | Date Exercisable   | Expiration Date | Title        |                                      |
|-----------------------------|------------------------------|------------------|------------|---|--------------------|--------------------|-----------------|--------------|--------------------------------------|
|                             |                              |                  |            | (A)                                     | (D)                |                    |                 |              |                                      |
| Operating Partnership Units | \$ 0                         | 04/15/2016       | Â          | G                                       | Â                  | 100,000            | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |
| Operating Partnership Units | \$ 0                         | 04/15/2016       | Â          | G                                       | 100,000            | Â                  | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |
| Operating Partnership Units | \$ 0                         | 09/27/2016       | Â          | G                                       | Â                  | 22,205 <u>(11)</u> | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |
| Operating Partnership Units | \$ 0                         | 09/27/2016       | Â          | G                                       | 22,205 <u>(11)</u> | Â                  | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |
| Operating Partnership Units | \$ 0                         | 09/27/2016       | Â          | G                                       | Â                  | 22,205 <u>(13)</u> | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |
| Operating Partnership Units | \$ 0                         | 09/27/2016       | Â          | G                                       | 22,205 <u>(13)</u> | Â                  | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |
| Operating Partnership Units | \$ 0                         | 09/27/2016       | Â          | G                                       | 9,943 <u>(15)</u>  | Â                  | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |
| Operating Partnership Units | \$ 0                         | 09/27/2016       | Â          | G                                       | Â                  | 9,943 <u>(15)</u>  | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |
| Operating Partnership Units | \$ 0                         | 09/27/2016       | Â          | G                                       | Â                  | 9,943 <u>(16)</u>  | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |
| Operating Partnership Units | \$ 0                         | 09/27/2016       | Â          | G                                       | 9,943 <u>(16)</u>  | Â                  | Â <u>(9)</u>    | Â <u>(9)</u> | Common Shares Of Beneficial Interest |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NEITHERCUT DAVID J<br>TWO NORTH RIVERSIDE PLAZA, SUITE 400<br>CHICAGO, IL 60606 | X             | X         | X       | X     |

## Signatures

s/ By: Jane Matz, 02/06/2017  
 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) In accordance with the substitution provisions thereunder, the reporting person, as Grantor, elected to substitute shares in grantor retained annuity trusts for the benefit of his son on a one-for-one basis for OP Units of equivalent value resulting in a reduction of shares held indirectly by such trusts and a corresponding increase in shares held indirectly by Trust I. See also footnote 11 to Table II of this report.
- (2) Represents shares beneficially owned by Trust I, a trust for the benefit of the reporting person's wife. The reporting person is the sole trustee of Trust I, and, as such, may be deemed to be the beneficial owner of these shares.
- (3) In accordance with the substitution provisions thereunder, the reporting person, as Grantor, elected to substitute shares in grantor retained annuity trusts for the benefit of his daughter on a one-for-one basis for OP Units of equivalent value resulting in a reduction of shares held indirectly by such trusts and a corresponding increase in shares held indirectly by Trust I. See also footnote 13 to Table II of this report.
- (4) In accordance with the substitution provisions thereunder, the reporting person's wife, as Grantor, elected to substitute shares in grantor retained annuity trusts for the benefit of her son in on a one-for-one basis for OP Units of equivalent value resulting in a reduction of shares held indirectly by such trusts and a corresponding increase in shares held indirectly by Trust II. See also footnote 15 to Table II of this report.
- (5) In accordance with the substitution provisions thereunder, the reporting person's wife, as Grantor, elected to substitute shares in grantor retained annuity trusts for the benefit of her daughter in on a one-for-one basis for OP Units of equivalent value resulting in a reduction of shares held indirectly by such trusts and a corresponding increase in shares held indirectly by Trust II. See also footnote 16 to Table II of this report.
- (6) 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 15, 2016.
- (7) Represents shares beneficially owned by a family limited partnership, of which the reporting person is the general partner.
- (8) Represents shares beneficially owned by a trust for the benefit of the reporting person's wife. The reporting person is the sole trustee of this trust and, as such, may be deemed the beneficial owner of these shares.
- (9) The OP Units reflected in this report are previously reported Restricted Units which have automatically converted to OP Units per their terms. The OP Units do not expire and are fully vested, transferable and can be exchanged by the holder for common shares of Equity Residential (the "Company") on a one-for-one basis or, at the Company's option, for the cash value of such shares.
- (10) Represents OP Units beneficially owned by a limited liability company of which the reporting person is the sole member.
- (11) In accordance with the substitution provisions thereunder, the reporting person, as Grantor, elected to substitute OP Units on a one-for-one basis for shares of equivalent value in grantor retained annuity trusts for the benefit of his son resulting in an increase in OP Units held indirectly by such trusts and a corresponding decrease in OP Units held directly by the reporting person. See also footnote 1 to Table I of this report.
- (12)

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Represents OP Units beneficially owned by grantor retained annuity trusts for the benefit of the reporting person's son. The inclusion of these OP Units in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (13) In accordance with the substitution provisions thereunder, the reporting person, as Grantor, elected to substitute OP Units on a one-for-one basis for shares of equivalent value in grantor retained annuity trusts for the benefit of his daughter resulting in an increase in OP Units held indirectly by such trusts and a corresponding decrease in OP Units held directly by the reporting person. See also footnote 3 to Table I of this report.

- (14) Represents OP Units beneficially owned by grantor retained annuity trusts for the benefit of the reporting person's daughter. The inclusion of these OP Units in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (15) In accordance with the substitution provisions thereunder, the reporting person elected to substitute OP Units on a one-for-one basis for shares of equivalent value in grantor retained annuity trusts for the benefit of his son resulting in an increase in OP Units held indirectly by such trusts and a corresponding decrease in OP Units held directly by the reporting person. See also footnote 4 to Table I of this report.

- (16) In accordance with the substitution provisions thereunder, the reporting person elected to substitute OP Units on a one-for-one basis for shares of equivalent value in grantor retained annuity trusts for the benefit of his daughter resulting in an increase in OP Units held indirectly by such trusts and a corresponding decrease in OP Units held directly by the reporting person. See also footnote 5 to Table I of this report.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.