### Edgar Filing: Manelis Michael L - Form 4

Manelis Mich	ael L										
Form 4											
February 05, 2	2019										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549						OMB Number:	3235-0287			
Check this box if no longer									Expires:	January 31,	
subject to	STAT	EMENT (		GES IN BENEFICIAL OWNERSHIP OF				Estimated average 2005			
Section 16	Section 16.				SECURITIES				burden hours per		
Form 4 or Form 5			<b>a</b>					response	0.5		
obligation		•					-	e Act of 1934,			
may contin	nue. Section		n) of the Inv	•	<b>.</b> .			f 1935 or Sectio	n		
See Instruc	ction	30(1	i) of the my	estiment (	Joinpany	Act	01 194	+0			
1(b).											
(Print or Type R	esponses)										
1. Name and Ad	ldress of Reporti	ing Person *	2 Issuer	Name <b>and</b> "	Ficker or T	rading	7	5. Relationship of	Reporting Per	son(s) to	
Manelis Mic	-	-	Symbol	r Name <b>and</b> Ticker or Trading				Issuer			
•				TY RESIDENTIAL [EQR]							
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec				ek all applicable)				
			(Month/Da					Director 10% Owner			
TWO NORT	H RIVERSII	DE	02/01/20	-				_X_ Officer (give title Other (specify below)			
PLAZA, SUITE 400								Executive Vice President & COO			
	(Street)		4. If Amen	dment, Date	e Original			6. Individual or Jo	oint/Group Fili	19(Check	
				th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
				•				_X_ Form filed by (			
CHICAGO, I	IL 60606							Person	Nore than One Re	eporting	
(City)	(State)	(Zip)	<b>T</b> .11.	I No D		•	•	·	с		
							les Acq	uired, Disposed of		-	
1.Title of	2. Transaction			3. Transactiv	4. Securi		.r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	Security (Month/Day/Year) Execution Date, if (Instr. 3) any			Code Disposed of (D)				Beneficially	(D) or	r Beneficial ect (I) Ownership	
(Month/Day/Year			th/Day/Year)					Owned	Indirect (I)		
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common				Coue V	mount	(D)	Thee				
Shares Of	02/01/2010			•	5,032		¢ 0	11.2(0.(2)	D		
Beneficial	02/01/2019			А	(1)	А	\$0	11,360 <u>(2)</u>	D		
Interest											

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. 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 Sl
Non-qualified Stock Option (Right to Buy)	\$ 72.02	02/01/2019		A	22,491	(3)	02/01/2029	Common Shares Of Beneficial Interest	22,
Restricted Units	<u>(4)</u>	02/01/2019		А	2,610	(5)	02/01/2029	Common Shares Of Beneficial Interest	2,6

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
The forming of the stand of the stand of the	Director	10% Owner	6 Owner Officer					
Manelis Michael L TWO NORTH RIVERSIDE PLAZA, SUIT CHICAGO, IL 60606	TE 400		Executive Vice President & COO					
Signatures								
s/ By: Scott J. Fenster, Attorney-in-fact	02/05/2019							
**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 restricted shares scheduled to vest on February 1, 2022.
- (2) Direct total includes restricted shares of Equity Residential scheduled to vest in the future.
- (3) Represents share options scheduled to vest in three equal installments on February 1, 2020, February 1, 2021 and February 1, 2022.
- (4) On February 1, 2019, the reporting person received a grant of Series 2019C restricted limited partnership interests ("Restricted Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of Equity Residential (the "Company"), in lieu of restricted shares of the Company as part of the Company's annual grant of long-term compensation. Restricted Units are a class of partnership interest that automatically convert into an equal number of limited partnership interests of the Operating Partnership ("OP Units") when the capital account related to the Restricted Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to the vesting requirements of the grant and certain other restrictions, OP Units are

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exchangeable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. The Restricted Units reflected in this report also include any OP Units into which such Restricted Units automatically convert.

(5) The Restricted Units are scheduled to vest on February 1, 2022.

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.