

EQUITY RESIDENTIAL  
Form 8-K  
January 04, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of Earliest Event Reported): December 30, 2009**

**EQUITY RESIDENTIAL**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-12252**  
(Commission  
File Number)

**13-3675988**  
(IRS Employer  
Identification Number)

# ERP OPERATING LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

<b>Illinois</b> (State or other jurisdiction of incorporation or organization)	<b>0-24920</b> (Commission File Number)	<b>36-3894853</b> (I.R.S. Employer Identification Number)
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**Two North Riverside Plaza**

<b>Suite 400, Chicago, Illinois</b> (Address of principal executive offices)	<b>60606</b> (Zip Code)
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**Registrant's telephone number, including area code (312) 474-1300**

**Not applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2 below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14-d(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 8.01 Other Events.**

Equity Residential today announced that its operating partnership, ERP Operating Limited Partnership, has completed its cash tender offer (the Exchangeable Notes Offer ) for any and all of its 3.85% Exchangeable Senior Notes due August 15, 2026 (the Exchangeable Notes ). As a result of the non-cash write-off of certain unamortized costs and a discount related to the Exchangeable Notes, the company will record a charge to earnings and funds from operations (FFO) of approximately \$1.7 million in the fourth quarter of 2009.

A copy of Equity Residential's press release announcing the completion of the Exchangeable Notes Offer is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

The press release is neither an offer to purchase nor a solicitation to buy any of the Exchangeable Notes nor is it a solicitation for acceptance of the Exchangeable Notes Offer. ERP Operating Limited Partnership made the Exchangeable Notes Offer only by, and pursuant to the terms of, the Offer to Purchase and the related Letter of Transmittal.

**Item 9.01 Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release of Equity Residential announcing the completion of the Exchangeable Notes Offer by ERP Operating Limited Partnership dated January 4, 2010.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ERP OPERATING LIMITED PARTNERSHIP**

By: Equity Residential, its general partner

Date: January 4, 2010

By: /s/ BRUCE C. STROHM  
Name: **Bruce C. Strohm**  
Its: **Executive Vice President and General Counsel**

**EQUITY RESIDENTIAL**

Date: January 4, 2010

By: /s/ BRUCE C. STROHM  
Name: **Bruce C. Strohm**  
Its: **Executive Vice President and General Counsel**

**EXHIBIT INDEX**

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