

EQUITY RESIDENTIAL
Form 4
March 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
STROHM BRUCE C

(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)
02/28/2006

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)

General Counsel/EVP

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Shares of Beneficial Interest | | | | | 66,552 ⁽¹⁾ | D | |
| Series C Preferred Shares of Beneficial Interest | | | | | 2,400 | D | |
| Common Shares of Beneficial Interest | | | | | 4,000 ⁽²⁾ | I | Custodian |

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Interest

| | | | | | | | | |
|---|------------|---|-------|---|-------------|------------------------|---|-----------------|
| Common Shares of Beneficial Interest | 02/28/2006 | A | 2,822 | A | \$ 35.43 | 147,715 ⁽³⁾ | I | SERP Account |
|---|------------|---|-------|---|-------------|------------------------|---|-----------------|

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

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SEC 1474
(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 (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 Securities (Instr. 3 and 4) | | |
|---|---|---|---|---|---|--|---|---|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 23.55 | | | | | 02/07/2004 | 02/07/2013 | Common Shares of Beneficial Interest | 21,272 |
| Non-Qualified Stock Option (right to buy) | \$ 27.2 | | | | | 01/16/2003 | 01/16/2012 | Common Shares of Beneficial Interest | 54,692 |
| Non-Qualified Stock Option (right to buy) | \$ 27.6 | | | | | 07/11/2002 | 07/11/2011 | Common Shares of Beneficial Interest | 65,000 |
| Non-Qualified Stock Option (right to buy) | \$ 29.25 | | | | | 01/27/2004 | 01/27/2014 | Common Shares of Beneficial Interest | 60,570 |
| Non-Qualified Stock Option (right to buy) | \$ 31.76 | | | | | 02/03/2005 | 02/03/2015 | Common Shares of Beneficial | 54,920 |

| | | | | | |
|---|---------|------------|------------|---|--------|
| Non-Qualified Stock Option (right to buy) | \$ 42.8 | 02/03/2007 | 02/03/2017 | Interest Common Shares of Beneficial Interest | 33,478 |
|---|---------|------------|------------|---|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STROHM BRUCE C TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606 | | | General Counsel/EVP | |

Signatures

By: Barbara Shuman,
Attorney-in-fact

03/02/2006

**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).
- (5) Share options reported on this line will become exercisable in three equal installments on January 16, 2003; January 16, 2004 and January 16, 2005. NOTE: The share options on this line were previously reported as being held indirectly by Mr. Strohm in the Bruce Strohm Revocable Trust dated May 12, 1993, but are now held directly by Mr. Strohm.
- (2) Shares reported herein are beneficially owned by Mr. Strohm, not individually, but as custodian for his minor children. Mr. Strohm disclaims beneficial ownership of such shares.
- (9) Share options reported on this line become exercisable in three equal installments on February 3, 2007, February 3, 2008 and February 3, 2009.
- (3) Shares reported herein are owned by the AST Trust Company, as Trustee of the Equity Residential Supplemental Retirement Plan for the benefit of the reporting person and were acquired through Equity Residential's Employee Share Purchase Plan.
- (4) Share Options on this line will become exercisable in three equal installments on February 7, 2004; February 7, 2005 and February 7, 2006. NOTE: The share options on this line were previously reported as being held indirectly by Mr. Strohm in the Bruce Strohm Revocable Trust dated May 12, 1993, but are now held directly by Mr. Strohm.
- (6) Share options reported on this line became exercisable in three equal installments on July 11, 2002; July 11, 2003 and July 11, 2004. NOTE: The shares on this line were previously reported as being held indirectly by Mr. Strohm in the Bruce Strohm Revocable Trust May 12, 1993, but are now held directly by Mr. Strohm.
- (7) Share options reported on this line will become exercisable in three equal installments on January 27, 2005; January 27, 2006 and January 27, 2007.
- (8) Share options reported on this line will become exercisable in three equal installments on February 3, 2006; February 3, 2007 and February 3, 2008.
- (1) Shares reported on this line are owned directly and some of the shares are subject to vesting.

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.