

EQUITY RESIDENTIAL

Form 4

May 06, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
TUOMI FREDERICK 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)

05/02/2008

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)

Executive Vice President

6. Individual or Joint/Group Filing(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 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)
Common Shares of Beneficial Interest	05/02/2008		S	3,482 D	\$ 43.9 80,533 <sup>(1)</sup>	D	
Common Shares of Beneficial Interest	05/02/2008		S	87 D	\$ 43.905 80,446 <sup>(1)</sup>	D	
Common Shares of Beneficial Interest	05/02/2008		S	887 D	\$ 43.91 79,559 <sup>(1)</sup>	D	

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Common Shares of Beneficial Interest	05/02/2008	S	300	D	\$ 43.915	79,259 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	500	D	\$ 43.9175	78,759 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	1,144	D	\$ 43.92	77,615 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	400	D	\$ 43.93	77,215 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	100	D	\$ 43.9575	77,115 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	300	D	\$ 43.96	76,815 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	100	D	\$ 43.98	76,715 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	500	D	\$ 43.985	76,215 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	900	D	\$ 43.987	75,315 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	1,200	D	\$ 43.9875	74,115 <u>(1)</u>	D
Common Shares of Beneficial Interest	05/02/2008	S	1,100	D	\$ 43.99	73,015 <u>(1)</u>	D
						1,968.1166 <u>(2)</u>	I

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Common Shares of Beneficial Interest								401(k) Plan
Common Shares of Beneficial Interest					131,397.5554	I		SERP Account

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUOMI FREDERICK C TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606			Executive Vice President	

## Signatures

By: Yasmina Duwe,  
Attorney-in-fact

05/06/2008

\*\*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) Direct total includes restricted shares of the Company scheduled to vest in the future.

Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with  
(2) 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 April 14, 2008.

(3) Represents shares owned by AST Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.

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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