#### **EQUITY RESIDENTIAL**

Form 4 May 02, 2011

# FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add TUOMI FRED	•	ing Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approacte)			
TWO NORTH RIVERSIDE PLAZA, SUITE 400			(Month/Day/Year) 04/29/2011	Director 10% Owner Symbol Officer (give title Other (specify below) Executive Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
CHICAGO, IL	. 60606			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	rities	Acquired	l, 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. Transactic Code (Instr. 8)	4. Securities AcorDisposed of (D (Instr. 3, 4 and	)	d (A) or	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	04/29/2011		S	21,590.715	D	\$ 59.74	9,467.568	I	SERP Account
Common Shares Of Beneficial Interest							103,307 (2)	D	
Common Shares Of Beneficial Interest							2,283.5572 (3)	I	401(k) Plan

#### Edgar Filing: EQUITY RESIDENTIAL - Form 4

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration Da	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	(	of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) 1	Derivative	•		Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr.	3 and 4)		
	Security				1	Acquired						
	-				(	(A) or						
					]	Disposed						
					(	of (D)						
					(	(Instr. 3,						
					4	4, and 5)						
										Amount		
							Date	Expiration	m: d	or		
							Exercisable Date	Title Number				
				G 1		(A) (B)				of		
				Code	V (	(A) (D)				Shares		

## **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**

s/ By: Jane Matz, Attorney-in-fact

05/02/2011

\*\*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 shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (2) 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 (3) 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 8, 2011.

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.

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