

EQUITY RESIDENTIAL
Form 3
February 17, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Altshuler Barry</p> <p>(Last) (First) (Middle)</p> <p>TWO NORTH RIVERSIDE PLAZA, SUITE 400</p> <p>(Street)</p> <p>CHICAGO, IL 60606</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/10/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>EQUITY RESIDENTIAL [EQR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------|--|---|--|
| Common Shares Of Beneficial Interest | 29,999.766 ⁽¹⁾ | D | ∅ |
| Common Shares Of Beneficial Interest | 998.6596 ⁽²⁾ | I | 401(k) Plan |
| Common Shares Of Beneficial Interest | 62 ⁽³⁾ | I | Spouse |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---|---|--|---------------|--------------|----------------------------------|
|---|---|--|---------------|--------------|----------------------------------|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|---|------------------|-----------------|---|----------------------------|--|--|----------------------|
| Non-qualified Stock Option (Right to Buy) | Â (4) | 02/03/2022 | Common Shares Of Beneficial Interest | 2,760 | \$ 60.25 | D | Â |
| Non-qualified Stock Option (Right to Buy) | Â (5) | 02/07/2023 | Common Shares Of Beneficial Interest | 6,148 | \$ 54.82 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Altshuler Barry TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606 | Â | Â | Â Executive Vice President | Â |

Signatures

s/ By: Jane Matz, Attorney-in-fact 02/17/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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.
- (2) Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with 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 February 10, 2015.
- (3) Represents shares beneficially owned by Mr. Altshuler's spouse. Mr. Altshuler disclaims beneficial ownership of said shares except to the extent of his pecuniary interest therein.
- (4) Represents share options scheduled to vest in approximately three equal installments on February 3, 2013, February 3, 2014 and February 2, 2015.
- (5) Represents share options scheduled to vest in three equal installments on February 7, 2014, February 7, 2015 and February 7, 2016.

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.