

EQUITY RESIDENTIAL
Form 4

January 05, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Powers John

(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)

01/04/2016

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)

Executive Vice President

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)
Common Shares Of Beneficial Interest	01/04/2016		M	390	A \$ 53.5	1,954.7004	D
Common Shares Of Beneficial Interest	01/04/2016		S	390	D \$ (1) 80.287	1,564.7004	D
Common Shares Of Beneficial Interest	01/04/2016		M	5,607	A \$ 53.5	7,171.7004	D

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Common Shares Of Beneficial Interest	01/04/2016	S	5,607	D	\$ 80.239 (2)	1,564.7004	D	
Common Shares Of Beneficial Interest	01/04/2016	M	5,989	A	\$ 38.57	7,553.7004	D	
Common Shares Of Beneficial Interest	01/04/2016	S	5,989	D	\$ 80.267 (3)	1,564.7004	D	
Common Shares Of Beneficial Interest	01/04/2016	M	2,592	A	\$ 38.57	4,156.7004	D	
Common Shares Of Beneficial Interest	01/04/2016	S	2,592	D	\$ 80.224 (4)	1,564.7004	D	
Common Shares Of Beneficial Interest						300.9984 (5)	I	401(k) Plan

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

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(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 (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. Amount or Number of Shares
	\$ 53.5	01/04/2016		M	390	(6) 02/08/2017		390

Non-qualified Stock Option (Right to Buy)								Common Shares Of Beneficial Interest	
Non-qualified Stock Option (Right to Buy)	\$ 53.5	01/04/2016	M	5,607	<u>(6)</u>	02/08/2017		Common Shares Of Beneficial Interest	5,60
Non-qualified Stock Option (Right to Buy)	\$ 38.57	01/04/2016	M	5,989	<u>(7)</u>	02/07/2018		Common Shares Of Beneficial Interest	5,98
Non-qualified Stock Option (Right to Buy)	\$ 38.57	01/04/2016	M	2,592	<u>(7)</u>	02/07/2018		Common Shares Of Beneficial Interest	2,59

Reporting Owners

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

Signatures

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

01/05/2016

__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).

The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.286 to \$80.288. The
(1) reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.230 to \$80.250. The
(2) reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.266 to \$80.270. The
(3) reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

The price represents the weighted average price of the shares sold. The shares were sold within a range of \$80.22 to \$80.235. The
(4) reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) 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

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1986, as amended. Such shares represent acquisitions through October 12, 2015.

- (6) Represents share options which vested in three equal installments on February 8, 2008, February 8, 2009 and February 8, 2010.
- (7) Represents share options which vested in approximately three equal installments on February 7, 2009, February 7, 2010 and February 7, 2011.

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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