

EQUITY RESIDENTIAL

Form 4

August 16, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITE B JOSEPH

(Last) (First) (Middle)

**PRESIDENT'S OFFICE,
MC-346, 506 SOUTH WRIGHT
STREET**

(Street)

URBANA, IL 61801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EQUITY RESIDENTIAL [EQR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2006

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)

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)
			Code	V	Amount	(A) or (D)	Price		
Common Shares of Beneficial Interest								3,776	D
Common Shares of Beneficial Interest	08/14/2006		A		1,207	A	\$ 38.29	36,161 ⁽¹⁾	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)	\$ 22.9688					11/16/2000 05/16/2010	Common Shares of Beneficial Interest 10,000
Non-Qualified Stock Option (right to buy)	\$ 23.375					05/17/2001 05/17/2009	Common Shares of Beneficial Interest 10,000
Non-Qualified Stock Option (right to buy)	\$ 23.55					08/07/2003 02/07/2013	Common Shares of Beneficial Interest 5,921
Non-Qualified Stock Option (right to buy)	\$ 24.625					05/14/2000 05/14/2008	Common Shares of Beneficial Interest 10,000
Non-Qualified Stock Option (right to buy)	\$ 25.865					11/15/2001 05/15/2011	Common Shares of Beneficial Interest 10,000
Non-Qualified Stock Option (right to buy)	\$ 27.2					01/17/2003 01/17/2012	Common Shares of Beneficial Interest 5,000
Non-Qualified Stock Option	\$ 29.25					01/27/2004 01/27/2014	Common Shares of 5,532

(right to buy)

Beneficial
InterestNon-Qualified
Stock Option
(right to buy)

\$ 31.76

02/03/2005 02/03/2015

Common
Shares of
Beneficial
Interest

4,743

Non-Qualified
Stock Option
(right to buy)

\$ 42.8

08/03/2006 02/03/2016

Common
Shares of
Beneficial
Interest

4,445

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE B JOSEPH PRESIDENT'S OFFICE, MC-346 506 SOUTH WRIGHT STREET URBANA, IL 61801	X			

Signatures

By: Barbara Shuman,
Attorney-in-fact

08/16/2006

__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).
- (7) 3,333 share options reported herein are exercisable; 1,667 will become exercisable on January 17, 2004.
- (3) Share options reported on this line are fully exercisable.
- (8) Share options reported on this line will become exercisable in three equal installments on July 27, 2004; January 27, 2005 and January 27, 2006.
- (9) Share options reported on this line will become exercisable in three equal installments on August 3, 2005; February 3, 2006 and February 3, 2007.
- (10) Share options reported on this line will become exercisable in three equal installments on August 3, 2006; February 3, 2007 and February 3, 2008.
- (5) Share options reported on this line are fully exercisable.
- (2) Share options reported on this line are fully exercisable.
- (1) 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.
- (6) 6,668 share options reported herein are currently exercisable; and 3,332 share options will become exercisable on May 15, 2003.
- (4) 1,974 share options reported herein will become exercisable on February 7, 2004; 1,974 share options will become exercisable on February 7, 2005; and 1,973 share options will become exercisable on February 7, 2006.

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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