EQUITY RESIDENTIAL

Form 4

March 03, 2010

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or 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 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

EQUITY RESIDENTIAL [EQR]

Symbol

response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

STROHM BRUCE C

1. Name and Address of Reporting Person *

									(Check a	ali applicable)			
(Last) (First) (Middle)				3. Date of	f Earliest T	ransaction							
				(Month/D	Day/Year)			Director		Owner			
	TWO NOR	TH RIVERSIDE		03/01/2	010				X Officer (give title Other (specify				
PLAZA, SUITE 400								bei	low) below) EVP & General Counsel				
		(Street)		4. If Ame	4. If Amendment, Date Original 6.					Individual or Joint/Group Filing(Check			
				Filed(Mon	nth/Day/Yea	r)		oplicable Line)					
					_X					K_Form filed by One Reporting Person			
CHICAGO, IL 60606								_ Form filed by More than One Reporting rson					
	(City)	(State)	(Zip)	Tahl	le I - Non-I	Derivative Sec	uritie	s A canire	ed, Disposed of, o	r Reneficiall	v Owned		
								•		·			
	1.Title of	2. Transaction Date			3.	4. Securities		red (A)	5. Amount of	6.	7. Nature of		
	Security (Instr. 3)	(Month/Day/Year)		n Date, if	Code	or Disposed of (Instr. 3, 4 an			Securities Beneficially Owned	Ownership Form: Direct (D)	Indirect Beneficial		
	(Ilisu. 3)		any (Month/I	Day/Year)	(Instr. 8)	(IIISII. 3, 4 ali	u 3)				Ownership		
			(IVIOIIII) I	ouj, reur)	(IIIsti: 0)				Following	or Indirect	(Instr. 4)		
									Reported	(I)	,		
							(A)		Transaction(s)	(Instr. 4)			
					Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
	Common				Code v	Minount	(D)	Titee					
	Shares Of					1,419.355		¢	93,573.173		SERP		
		03/01/2010			A	(1)	A	\$ 28.26		I			
	Beneficial					(1)		28.20	<u>(2)</u>		Account		
	Interest												
	Common												
	Shares Of								(2)	_			
	Beneficial								57,153 <u>(3)</u>	D			
	Interest												
	interest												
	Common												
	Shares Of								2,199.0837	T	401(k)		
	Beneficial								(4)	I	Plan		
	Interest												

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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

Follo Repo Trans (Insti

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	ities	(Instr. 5)
	Derivative		•			Securities			(Instr	. 3 and 4)	
	Security					Acquired			`		
	Ĭ					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						, ,					
										Amount	
							Date	Expiration		or	
							Exercisable Date	•	Title	Number	
								of	of		
				Code	V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STROHM BRUCE C TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

EVP & General Counsel

Signatures

s/ By: Yasmina Duwe, Attorney-in-fact 03/03/2010

**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 acquired through Equity Residential's Employee Share Purchase Plan.
- (2) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (3) 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
- (4) 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 January 8, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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