EQUITY RESIDENTIAL

Form 4

August 28, 2012

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

GEORGE ALAN W			ol TTY RESIDENTIAL [EQR]	Issuer				
(Last)	(First)		e of Earliest Transaction	(Check all applicable)				
TWO NORTH RIVERSIDE PLAZA, SUITE 400			th/Day/Year) 4/2012	Director 10% Owner _X Officer (give title Other (specify below) Executive Vice President & CIO				
(Street)			Amendment, Date Original		6. Individual or Joint/Group Filing(Check			
CHICAGO	, IL 60606	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by O Form filed by M Person				
(City)	(State)	(Zip) T	able I - Non-Derivative Securities A	cquired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A) or	(A) 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	08/24/2012		S 2,186.25 D \$	41,538.747 0.82 (1)	I	SERP Account		
Common Shares Of Beneficial Interest				72,687.627	D			
Common Shares Of Beneficial Interest				2,694.7932 (2)	Ι	401(k) Plan		

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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.

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amoun	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	
		Derivative				Securities			(Instr. 3	3 and 4)		
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Date	Expiration		or Name le con		
						Exercisable Date		Number				
					C-1- 1	7. (A) (D)				of		
					Code V	I (A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

GEORGE ALAN W TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

Executive Vice President & CIO

Signatures

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

08/28/2012

**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).
- Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with (2) 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 July 13, 2012.

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.

Reporting Owners 2

9. Nu Deriv Secu

SEC 1474

(9-02)

Bene Own Follo Repo Trans (Insti