

EQUITY RESIDENTIAL
Form 4
December 31, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALEXANDER JOHN W

(Last) (First) (Middle)

200 SOUTH TRYON STREET

(Street)

CHARLOTTE, NC 28202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Shares Of Beneficial Interest	12/28/2012		G	V	10,000	D	\$ 0
					59,720.64 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	12/31/2012		M		5,921	A	\$ 23.55
					65,641.64 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	12/31/2012		M		5,532	A	\$ 29.25
					71,173.64 ⁽¹⁾	D	

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Common Shares Of Beneficial Interest	12/31/2012	M	4,743	A	\$ 31.76	75,916.64 ⁽¹⁾	D	
Common Shares Of Beneficial Interest						43,119.895 ⁽²⁾	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)	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 23.55	12/31/2012		M	5,921	⁽³⁾ 02/07/2013	Common Shares Of Beneficial Interest	5,921
Non-qualified Stock Option (Right to Buy)	\$ 29.25	12/31/2012		M	5,532	⁽⁴⁾ 01/27/2014	Common Shares Of Beneficial Interest	5,532
Non-qualified Stock Option (Right to Buy)	\$ 31.76	12/31/2012		M	4,743	⁽⁵⁾ 02/03/2015	Common Shares Of Beneficial Interest	4,743

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ALEXANDER JOHN W
200 SOUTH TRYON STREET X
CHARLOTTE, NC 28202

Signatures

s/ By: Jane Matz, 12/31/2012
Attorney-in-fact

__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) Direct total includes restricted shares of the Company scheduled to vest in the future.
- (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) Represents share options scheduled to vest in approximately three equal installments on August 7, 2003, February 7, 2004 and February 7, 2005.
- (4) Represents share options scheduled to vest in three equal installments on July 27, 2004, January 27, 2005 and January 27, 2006.
- (5) Represents share options scheduled to vest in three equal installments on August 3, 2005, February 3, 2006 and February 3, 2007.

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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