Edgar Filing: Powers John - Form 4

Check this box if no longer subject to Section 16. SECURITIES									OMB AP OMB Number: Expires: Estimated a burden hour response	•		
(Print or Type]	Responses)											
Powers John Sym			Symbol	In the second se					. Relationship of Reporting Person(s) to ssuer			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction (Cl			(Check	ck all applicable)					
			(Month/D 02/07/20					Director 10% Owner XOfficer (give title Other (specify below) Executive Vice President				
				onth/Day/Year) Applicable _X_Form				Applicable Line) _X_ Form filed by Or	ual or Joint/Group Filing(Check Line) iled by One Reporting Person led by More than One Reporting			
CHICAGO							Ē	erson		orting		
(City)		(Zip)					-	ired, Disposed of,				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		Code (Instr. 8)	4. Securi oror Dispo (Instr. 3, Amount	sed of 4 and (A) or		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	02/08/2013			S	1,477 (1)	D	\$ 55.5124 (2)	8,067.4199 (<u>3)</u>	D			
Common Shares Of Beneficial Interest								276.3818 <u>(4)</u>	Ι	401(k) Plan		
Common Shares Of Beneficial Interest								11,299.72 <u>(5)</u>	I	SERP Account		

Edgar Filing: Powers John - Form 4

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 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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Non-qualified Stock Option (Right to Buy)	\$ 54.82	02/07/2013		A	20,368	<u>(6)</u>	02/07/2023	Common Shares Of Beneficial Interest	20
LTIP Units	(7)	02/07/2013		А	2,934	(8)	02/07/2023	Operating Partnership Units	2,

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 02/11/2013

**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 the sale of shares for the payment of tax liability incurred upon the vesting of restricted shares.

The price represents the weighted average price of the shares sold. The shares were sold within a range of \$55.51 to \$55.513. 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.

Edgar Filing: Powers John - Form 4

(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 11, 2013.

- (5) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (6) Represents share options scheduled to vest in approximately three equal installments on February 7, 2014, February 7, 2015 and February 7, 2016.

On February 7, 2013, the reporting person received a grant of restricted limited partnership interests ("LTIP Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of Equity Residential (the "Company"), in lieu of restricted shares of the Company as part of the Company's annual grant of long-term compensation. LTIP Units are a class of partnership interest that automatically convert into an equal number of limited partnership interests of the Operating Partnership ("OP Units") when the

- (7) that automatically convert into an equal number of infined particising interests of the Operating Fauthership (OF Onts) when the capital account related to the LTIP Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to any vesting requirements of the grant, OP Units are redeemable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. The LTIPs reflected in this report also include any OP Units into which such LTIP Units automatically convert.
- (8) The LTIP Units are scheduled to vest on February 7, 2016.

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.