

EQUITY RESIDENTIAL
Form 4
February 11, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZELL SAMUEL

(Last) (First) (Middle)

TWO NORTH RIVERSIDE
PLAZA, SUITE 600

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2013

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)

Chairman of the Board

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) (A) or (D)	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	02/07/2013		A	44,463 (1)	A \$ 0	3,314,463.4731 (2)	D
Common Shares Of Beneficial Interest					600 (3)	I	By Spouse, Trustee for Helen Zell Revocable Trust
Common Shares Of Beneficial					1,206,968 (4)	I	Samstock, L.L.C.

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Interest

Common
Shares Of
Beneficial
Interest

29,093.608 ⁽⁵⁾ I

Samuel Zell
Revocable
Trust

Common
Shares Of
Beneficial
Interest

661,716.363 ⁽⁶⁾ I

SERP
Account

Common
Shares Of
Beneficial
Interest

1,246 ⁽⁷⁾ I

SZ JoAnn
Trust

Common
Shares Of
Beneficial
Interest

1,246 ⁽⁸⁾ I

SZ Kellie
Trust

Common
Shares Of
Beneficial
Interest

1,246 ⁽⁹⁾ I

SZ
Matthew
Trust

Common
Shares Of
Beneficial
Interest

136,747 ⁽¹⁰⁾ I

Zell Family
Foundation

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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 54.82	02/07/2013		A		102,852		<u>(11)</u>	02/07/2023	Common Shares Of Beneficial	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELL SAMUEL TWO NORTH RIVERSIDE PLAZA, SUITE 600 CHICAGO, IL 60606	X			Chairman of the Board

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 restricted shares scheduled to vest on February 7, 2016.

(2) Direct total includes restricted shares of the Company scheduled to vest in the future.

(3) Shares reported herein are beneficially owned by the Helen Zell Revocable Trust ("HZRT"). Mr. Zell's spouse, Helen Zell, is the trustee of HZRT. Mr. Zell disclaims beneficial ownership of the shares reported as beneficially owned by him except to the extent of his pecuniary interest therein.

(4) Shares reported herein are beneficially owned by Samstock, L.L.C. ("Samstock"). The sole member of Samstock is SZ Investments, L.L.C. ("SZ"). The managing member of SZ is Chai Trust Company, LLC ("Chai Trust"). Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(5) Shares reported herein are owned by the Samuel Zell Revocable Trust. Mr. Zell is sole trustee and beneficiary of the Samuel Zell Revocable Trust, and, as such, he may be deemed the beneficial owner of the shares reported herein.

(6) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan (the "SERP"), for the benefit of the reporting person. Also includes restricted shares that the reporting person deferred to the SERP upon vesting of the shares.

(7) Shares reported herein are beneficially owned by the SZ JoAnn Trust ("SZJT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell is a beneficiary of SZJT and, as such, Mr. Zell may be deemed the beneficial owner of the shares reported herein.

(8) Shares reported herein are beneficially owned by the SZ Kellie Trust ("SZKT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell is a beneficiary of the SZKT and, as such, Mr. Zell may be deemed the beneficial owner of the shares reported herein.

(9) Shares reported herein are beneficially owned by the SZ Matthew Trust ("SZMT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell is a beneficiary of the SZMT and, as such, Mr. Zell may be deemed the beneficial owner of the shares reported herein.

(10) Shares reported herein are beneficially owned by the Zell Family Foundation ("Foundation"). Mr. Zell is a director of the Foundation, and does not have a pecuniary interest in such shares.

(11) Represents share options scheduled to vest in three equal installments on February 7, 2014, February 7, 2015 and 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.

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