#### **EQUITY RESIDENTIAL**

Form 4

March 04, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

may continue.

See Instruction

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

1(b).

(Print or Type	Responses)													
1. Name and Address of Reporting Person * ZELL SAMUEL			2. Issuer Name <b>and</b> Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last)	(First) (I	Middle)		of Earliest T	ransaction	1		37	ъ.	10% 0				
TWO NORTH RIVERSIDE PLAZA, SUITE 600			(Month/Day/Year) 02/28/2013						X_ Director 10% Owner Officer (give titleX Other (specify below) Chairman of the Board					
(Street)			4. If Amendment, Date Original					6. In	6. Individual or Joint/Group Filing(Check					
CHICAGO	, IL 60606		Filed(Mo	nth/Day/Yea	nr)			_X_	licable Line) Form filed by One Repor Form filed by More than on	_				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	4. SecurionDisposed (Instr. 3,	d of (D) 4 and	)	l (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common														
Shares Of	00/00/0010				2,137.6	657		\$	3,316,601.1388	<b>.</b>				

02/28/2013 A D Beneficial (1) 46.78 (2) Interest

By Spouse, Common Trustee for Shares Of  $600^{(3)}$ Ι Helen Zell Beneficial Interest

Revocable Trust

Common 1,206,968 (4) I Samstock, Shares Of L.L.C. Beneficial

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Common Shares Of Beneficial Interest	29,093.608 (5)	I	Samuel Zell Revocable Trust
Common Shares Of Beneficial Interest	661,716.363 <u>(6)</u>	I	SERP Account
Common Shares Of Beneficial Interest	1,246 <u>(7)</u>	I	SZ JoAnn Trust
Common Shares Of Beneficial Interest	1,246 <u>(8)</u>	I	SZ Kellie Trust
Common Shares Of Beneficial Interest	1,246 <u>(9)</u>	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.

Persons who respond to the collection of SEC 1474 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. Transaction Code (Instr. 8)	of	(Month/Day, we es	ate	7. Title Amount Underly Securiti (Instr. 3	ant of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	)	Expiration Date	o	Amount or Number		(Instr

(9-02)

of Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**ZELL SAMUEL** 

TWO NORTH RIVERSIDE PLAZA, SUITE 600 X

Chairman of the Board

CHICAGO, IL 60606

# **Signatures**

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

03/04/2013

\*\*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 shares acquired through Equity Residential's Employee Share Purchase Plan.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- 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.
- 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.
- 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, for the benefit of the reporting person.
- 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.
- 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.
- Shares reported herein are beneficially owned by the SZ Matthew Trust ("SZMT"), of which Chai Trust Company, LLC ("Chai Trust")

  (9) 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.

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 3