# Edgar Filing: EQUITY RESIDENTIAL - Form 4

EQUITY R Form 4	ESIDENTIAL												
March 18, 2	2013												
<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB													
	UNITED	SIAIE				, D.C. 20		INGE	COMMISSION	OMB Number:	3235-0287		
Check the check	loer			C						Expires:	January 31, 2005		
subject	to SIAIE	MENT O	F CHAN			BENEF	ICIA	LOV	VNERSHIP OF	Estimated	d average		
Section Form 4				SEC	Ur	MIIE5				burden hours per response			
Form 5 obligation									nge Act of 1934,	·			
may cor	ntinue. Section 170			•		ding Con t Compan	· ·	·	of 1935 or Section	l			
<i>See</i> Inst 1(b).	ruction	50(II)	of the fi	ivestii	юш	Compan	ly At		940				
(Print or Type Responses)													
	Address of Reporting	Person <sup>*</sup>	2. Issue	er Name <b>and</b> Ticker or Trading				ng	5. Relationship of Reporting Person(s) to				
ZELL SAN	AUEL		Symbol	WDE	CIL	TENTTAL	IEO	נסי	Issuer				
-						DENTIAL	, [EQ	ĮK]	(Check all applicable)				
			of Earliest Transaction /Day/Year)					_X_ Director	10% Owner				
	TH RIVERSIDE		03/14/2	/2013					Officer (give titleXOther (specify below) below)				
PLAZA, S	UTTE 000								Chairman of the Board				
				endment, Date Original onth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
			1 nea(with	nin/Day/1eal)					_X_Form filed by One Reporting Person Form filed by More than One Reporting				
CHICAGO	), IL 60606								Person	ore than One K	eporting		
(City)	(State)	(Zip)	Tab	le I - N	on-I	Derivative	Secur	ities A	cquired, Disposed of,	or Beneficia	lly Owned		
1.Title of	2. Transaction Date		1						5. Amount of Securities	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any		Code (D)				Beneficially Owned	Form:	Indirect Beneficial			
		(Month/E	(Month/Day/Year)		8)	(Instr. 3, 4 and 5)			Following Reported Transaction(s)	Direct (D) or Indirect	Ownership (Instr. 4)		
						(A) or			(Instr. 3 and 4)	(I)	~ /		
				Code	V	Amount	(D)	Price		(Instr. 4)			
Common Shares Of											Zell Ferriler		
Beneficial	03/18/2013			G	V	17,733	А	\$0	154,480 <u>(1)</u>	Ι	Zell Family Foundation		
Interest													
Common													
Shares Of Beneficial	03/18/2013			G	V	17,733	D	\$0	3,316,601.1388 (2)	D			
Interest									<u> </u>				
Common													
Shares Of	03/14/2013			А		17,733	А	\$0	3,334,334.1388	D			
Beneficial Interest						(3)			(2)				
morost													

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Common Shares Of Beneficial Interest	600 <u>(4)</u>	I	By Spouse, Trustee for Helen Zell Revocable Trust
Common Shares Of Beneficial Interest	1,206,968 <u>(5)</u>	I	Samstock, L.L.C.
Common Shares Of Beneficial Interest	29,093.608 <u>(6)</u>	Ι	Samuel Zell Revocable Trust
Common Shares Of Beneficial Interest	661,716.363 <u>(7)</u>	I	SERP Account
Common Shares Of Beneficial Interest	1,246 <u>(8)</u>	I	SZ JoAnn Trust
Common Shares Of Beneficial Interest	1,246 <u>(9)</u>	I	SZ Kellie Trust
Common Shares Of Beneficial Interest	1,246 <u>(10)</u>	I	SZ Matthew Trust

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

4, and 5)

Date

Amount or

Expiration \_\_\_\_\_

	Code	V (A)	(D)	Exercisal	ble	Date	Title	Number of Shares		
Reporting Owners										
Reporting Owner Name / Address	Relationships									
	Director	10% Owr	ner	Officer	Otl	ner				
ZELL SAMUEL TWO NORTH RIVERSIDE PLAZA, SUITE 600 CHICAGO, IL 60606	Х				Ch	airman of	the B	oard		
Signatures										
s/ By: Jane Matz, 03/18/2013	1									

03/18/2013

Date

# **Explanation of Responses:**

Attorney-in-fact

\*\*Signature of Reporting Person

- \* 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) 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.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- Represents restricted shares scheduled to vest on March 14, 2016 which is a supplemental grant of long-term compensation in(3) recognition of the reporting person's significant contribution in connection with the closing of the Archstone transaction. The reporting person's restricted shares will be forfeited if he voluntarily steps down as the Company's Chairman prior to January 1, 2014.
- Shares reported herein are beneficially owned by the Helen Zell Revocable Trust ("HZRT"). Mr. Zell's spouse, Helen Zell, is the trustee
   (4) 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,

- (5) 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.
- (6) 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.
- (7) 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
   (8) 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
   (9) 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") (10) 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.

#### **Reporting Owners**

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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.