#### **EQUITY RESIDENTIAL**

Form 4

March 18, 2013

# FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ZELL SAMUEL** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Street)

**EQUITY RESIDENTIAL [EQR]** 

(Check all applicable)

Chairman of the Board

below)

(First) (Last)

(Middle)

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

\_X\_\_ Director

10% Owner Officer (give title \_\_X\_ Other (specify

TWO NORTH RIVERSIDE PLAZA, SUITE 600

4. If Amendment, Date Original

03/14/2013

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

below)

CHICAGO, IL 60606

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative :	Securities	s Acquired, Disposed of,	or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	sposed of 4 and 5) (A) or	securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares Of Beneficial Interest	03/18/2013		G V	17,733	A \$	0 154,480 (1)	I	Zell Family Foundation
Common						2.216.601.1200		

Shares Of

3,316,601.1388 03/18/2013 V 17,733 D \$0 **Beneficial** (2)

Interest

Common Shares Of 17,733 3,334,334.1388 03/14/2013 \$0 A Beneficial

Interest

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

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	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	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Own
	Security			Acquired					Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

Date Expiration Or Number 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 03/18/2013

\*\*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) 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 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 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.
- (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 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") (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.

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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.