Kaufman Ian Form 4 March 18, 2013

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Kaufman Ian Issuer Symbol **EQUITY RESIDENTIAL [EQR]** (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify TWO NORTH RIVERSIDE 03/14/2013 below) below) PLAZA, SUITE 400 Chief Accounting Officer (Street) 4. If Amendment, Date Original 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 CHICAGO, IL 60606 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common Shares Of 10,213.8782 03/14/2013 D Α Beneficial Interest Common Shares Of 401(k)354.416 (3) I Beneficial Plan Interest

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 (9-02)

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## 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. Titl | e and                                  | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------------|-----------------|-------------------------|--------------------|---------|--|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |                 | Expiration D            | ate                | Amou    | nt of                                  | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code              | of              | (Month/Day/             | Year)              | Under   | lying                                  | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | . 8) Derivative |                         |                    | Securi  | ties                                   | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |                   | Securities      |                         |                    | (Instr. | 3 and 4)                               |             | Owne   |
|             | Security    |                     |                    |                   | Acquired        |                         |                    |         |  |             | Follo  |
|             |             |                     |                    |                   | (A) or          |                         |                    |         |  |             | Repo   |
|             |             |                     |                    |                   | Disposed        |                         |                    |         |  |             | Trans  |
|             |             |                     |                    |                   | of (D)          |                         |                    |         |  |             | (Instr |
|             |             |                     |                    |                   | (Instr. 3,      |                         |                    |         |  |             |        |
|             |             | 4, and 5)           |                    |                   |                 |                         |                    |         |  |             |        |
|             |             |                     |                    |                   |                 |                         |                    |         | Amaunt                                 |             |        |
|             |             |                     |                    |                   |                 |                         |                    |         |  |             |        |
|             |             |                     |                    |                   | (A) (D)         | Date<br>Exercisable     | Expiration<br>Date | Title N |  |             |        |
|             |             |                     |                    |                   |                 |                         |                    |         |  |             |        |
|             |             |                     |                    | Code V            |                 |                         |                    |         |  |             |        |
|             |             |                     |                    | Code V            | 4, and 5)       |                         | •                  | Title   | Amount<br>or<br>Number<br>of<br>Shares |             |        |

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

10% Owner Officer

Kaufman Ian TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

Chief Accounting Officer

Other

### **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).
- 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. If the reporting person is retirement eligible (whether through the Rule of 70 or being age 62 or older), these restricted shares will be forfeited if the reporting person voluntarily leaves the Company prior to or on December 31, 2013.
- (2) 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 (3) 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.

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 2