

Parrell Mark J.
Form 4
May 20, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Parrell Mark J.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TWO NORTH RIVERSIDE
PLAZA, SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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. 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	05/16/2013		S	8,231	D	\$ 59.4473 (1) 7,624.2558 (2)	D	
Common Shares Of Beneficial Interest	05/17/2013		M	4,023	A	\$ 42.8 11,647 (2)	D	
Common Shares Of Beneficial Interest	05/17/2013		M	205	A	\$ 38.57 11,852 (2)	D	

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Common Shares Of Beneficial Interest	05/17/2013	S	4,228	D	\$ 59.76	7,624 ⁽²⁾	D	
Common Shares Of Beneficial Interest	05/20/2013	M	4,902	A	\$ 38.57	12,526 ⁽²⁾	D	
Common Shares Of Beneficial Interest	05/20/2013	M	10,000	A	\$ 32.97	22,526 ⁽²⁾	D	
Common Shares Of Beneficial Interest	05/20/2013	S	14,902	D	\$ 59.9517 ⁽³⁾	7,624 ⁽²⁾	D	
Common Shares Of Beneficial Interest						744.3376 ⁽⁴⁾	I	401(k) Plan
Common Shares Of Beneficial Interest						21,247.429 ⁽⁵⁾	I	SERP Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Underlying Security
Non-qualified Stock Option (Right to Buy)	\$ 42.8	05/17/2013		M	4,023	⁽⁶⁾ 02/03/2016	Common Shares Of Beneficial	4,023

								Interest
Non-qualified Stock Option (Right to Buy)	\$ 38.57	05/17/2013	M	205	(7)	02/07/2018	Common Shares Of Beneficial Interest	20
Non-qualified Stock Option (Right to Buy)	\$ 38.57	05/20/2013	M	4,902	(7)	02/07/2018	Common Shares Of Beneficial Interest	4,902
Non-qualified Stock Option (Right to Buy)	\$ 32.97	05/20/2013	M	10,000	(8)	02/05/2020	Common Shares Of Beneficial Interest	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parrell Mark J. TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606			Executive Vice President & CFO	

Signatures

s/ By: Jane Matz, Attorney-in-fact 05/20/2013

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) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$59.40 to \$59.60. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

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

(3) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$59.90 to \$60.00. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with 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 April 12, 2013.

(5) 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.

(6) Represents share options scheduled to vest in three equal installments on February 3, 2007, February 3, 2008 and February 3, 2009.

(7) Represents share options scheduled to vest in approximately three equal installments on February 7, 2009, February 7, 2010 and February 7, 2011.

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- (8) Represents share options scheduled to vest in approximately three equal installments on February 5, 2011, February 5, 2012 and February 5, 2013.

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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