Santee David S Form 4 May 20, 2013

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A Santee Day	2. Issuer Name and Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]					Is	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) TWO NORTH RIVERSIDE PLAZA, SUITE 400			3. Date of Earliest Transaction (Month/Day/Year) 05/20/2013						Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President & COO			
(Street) CHICAGO, IL 60606				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - No	on-D	erivative	Secur	ities Acquir	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deer Execution any (Month/I			3. 4. Securities Acquired (Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			(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	05/20/2013			M		10,000	A	\$ 32.97	18,592 <u>(1)</u>	D		
Common Shares Of Beneficial Interest	05/20/2013			S		10,000	D	\$ 59.9474 (2)	8,592 (1)	D		
Common Shares Of Beneficial Interest									1,975.8602 (3)	I	401(k) Plan	

Common

Shares Of 16,809.395 **SERP** Beneficial Account Interest

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

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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 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Non-qualified Stock Option (Right to Buy)	\$ 32.97	05/20/2013		M	10,000	<u>(5)</u>	02/05/2020	Common Shares Of Beneficial Interest	10,

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Santee David S

TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

Executive Vice President & COO

Signatures

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

**Signature of Reporting Person

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

Reporting Owners 2

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- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$59.93 to \$59.97. 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.
- 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 April 12, 2013.
- (4) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (5) 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. 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.