EQUITY RESIDENTIAL Form 4

February 10, 2014

FORM	1 4						OMB AF	PROVAL	-	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287		
Check thi if no long subject to Section 1	ger STA 7 6.	TEMENT O		CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				January 2 Iverage rs per	ry 31, 2005	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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									0.5	
(Print or Type R	Responses)									
1. Name and Address of Reporting Person * Santee David S			2. Issuer Name and Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	•	3. Date of Earliest Transaction			k all applicable)			
TWO NORTH RIVERSIDE PLAZA, SUITE 400			(Month/Da 02/06/20	•		Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President & COO				
(Street)			4. If Amer Filed(Mont		ate Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO,	IL 60606					Form filed by M. Person	Iore than One Re	porting		
(City)	(State)	(Zip)	Table	I - Non-D	Derivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security	2. Transaction (Month/Day/	n Date 2A. De Year) Execut	eemed ion Date, if	3. Transact	4. Securities Acquired ion(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct			

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. Securiton(A) or Di (D) (Instr. 3,	sposed	of	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	02/06/2014		A	17,368 (1)	A	\$ 0	25,960 <u>(2)</u>	D	
Common Shares Of Beneficial Interest							13.6315 (3)	I	401(k) Plan
Common Shares Of Beneficial Interest							16,809.395 (4)	I	SERP Account

Edgar Filing: EQUITY RESIDENTIAL - Form 4

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Non-qualified Stock Option (Right to Buy)	\$ 56.48	02/06/2014		A	35,861	<u>(5)</u>	02/06/2024	Common Shares Of Beneficial Interest	35
LTIP Units	<u>(6)</u>	02/06/2014		A	17,705	<u>(7)</u>	02/06/2024	Operating Partnership Units	17

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, 02/10/2014 Attorney-in-fact

**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) Represents restricted shares scheduled to vest on February 6, 2017.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.

(3)

Reporting Owners 2

Edgar Filing: EQUITY RESIDENTIAL - Form 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 January 10, 2014.

- (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 6, 2015, February 6, 2016 and February 6, 2017.
 - On February 6, 2014, the reporting person received a grant of restricted limited partnership interests ("LTIP Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of Equity Residential (the "Company"), in lieu of restricted shares of the Company as part of the Company's annual grant of long-term compensation. LTIP Units are a class of partnership interest
- that automatically convert into an equal number of limited partnership interests of the Operating Partnership ("OP Units") when the capital account related to the LTIP Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to any vesting requirements of the grant, OP Units are redeemable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. The LTIPs reflected in this report also include any OP Units into which such LTIP Units automatically convert.
- (7) The LTIP Units are scheduled to vest on February 6, 2017.

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.