EQUITY RESIDENTIAL

Form 4 May 07, 2014

FORM 4 UNITED STATES SE

OMB APPROVAL

3235-0287

January 31,

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Our Description Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
Estimated average burden hours per response... 0.5

Expires:

5. Relationship of Reporting Person(s) to

Issuer

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

EQUITY RESIDENTIAL [EQR]

Symbol

1(b).

(Print or Type Responses)

STROHM BRUCE C

1. Name and Address of Reporting Person *

		EQUI	TY RESIDENTIAL [EQR]	(Check all applicable)						
TWO NOR PLAZA, SU	TH RIVERSIDE		of Earliest Transaction /Day/Year) /2014	DirectorX Officer (give below)	Director 10% Owner X Officer (give title Other (specify					
(Street)			mendment, Date Original Ionth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)						
CHICAGO	, IL 60606	· ·	• •	_X_ Form filed by O	X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(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)	e 2A. Deemed Execution Date, i any (Month/Day/Year	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pri	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)				
Shares Of Beneficial Interest	05/06/2014		S 6,805.56 D \$ 60.9	20,416.679 92 (1)	I	SERP Account				
Common Shares Of Beneficial Interest				4,316.3149	D					
Common Shares Of Beneficial Interest				2,507.4779 (2)	I	401(k) Plan				

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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.	Date Exerc	cisable and	7. Title a	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
	Derivative				Securities			(Instr. 3	and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date	x	Title Number of			
						Exercisable					
				Code V	(A) (D)				hares		
					(1-)			- 01			

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STROHM BRUCE C TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

EVP & General Counsel

Signatures

s/ By: Jane Matz, Attorney-in-fact

05/07/2014

**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 shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with (2) 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 11, 2014.

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.

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