

Garechana Robert
Form 3
September 07, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Garechana Robert | | (Month/Day/Year) | EQUITY RESIDENTIAL [EQR] | |
| (Last) | (First) | (Middle) | 09/04/2018 | |
| TWO NORTH RIVERSIDE PLAZA, SUITE 400 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO, IL 60606 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP & Chief Financial Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------|---|--|---|
| Common Shares Of Beneficial Interest | 9,282 ⁽¹⁾ | D | |
| Common Shares Of Beneficial Interest | 129 ⁽²⁾ | I | 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------------------------------|----------------------------|---------------------|---|---|
| Operating Partnership Units | Â <u>(3)</u> | Â <u>(4)</u> | Common Shares Of Beneficial Interest | 4,655 | \$ 0 | D | Â |
| Non-qualified Stock Option (Right to Buy) | Â <u>(5)</u> | 02/07/2023 | Common Shares Of Beneficial Interest | 4,974 | \$ 46.72 | D | Â |
| Non-qualified Stock Option (Right to Buy) | Â <u>(6)</u> | 03/14/2023 | Common Shares Of Beneficial Interest | 3,032 | \$ 48.06 | D | Â |
| Non-qualified Stock Option (Right to Buy) | Â <u>(7)</u> | 02/06/2024 | Common Shares Of Beneficial Interest | 2,128 | \$ 48.13 | D | Â |
| Non-qualified Stock Option (Right to Buy) | Â <u>(8)</u> | 02/05/2025 | Common Shares Of Beneficial Interest | 2,735 | \$ 68.4 | D | Â |
| Non-qualified Stock Option (Right to Buy) | Â <u>(9)</u> | 02/04/2026 | Common Shares Of Beneficial Interest | 4,879 | \$ 64.99 | D | Â |
| Non-qualified Stock Option (Right to Buy) | Â <u>(10)</u> | 02/02/2027 | Common Shares Of Beneficial Interest | 9,419 | \$ 60.76 | D | Â |
| Non-qualified Stock Option (Right to Buy) | Â <u>(11)</u> | 02/01/2028 | Common Shares Of Beneficial Interest | 9,146 | \$ 60.33 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Garechana Robert TWO NORTH RIVERSIDE PLAZA SUITE 400 CHICAGO, IL 60606 | Â | Â | Â EVP & Chief Financial Officer | Â |

Signatures

s/ By: Scott J. Fenster,
Attorney-in-fact

09/07/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Equity Residential (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 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.
 - (3) Represents units that were restricted limited partnership interests ("Restricted Units") in ERP Operating Limited Partnership (the "Operating Limited Partnership"), the operating partnership of the Company, which have automatically converted to limited partnership interests in the Operating Partnership ("OP Units") per their terms. The OP Units reflected in this report are fully vested, transferable and can be exchanged by the holder for common shares of the Company on a one-for-one basis or, at the Company's option, for the cash value of such shares.
 - (4) The OP Units do not have an expiration date.
 - (5) Represents share options which vested in three equal installments on February 7, 2014, February 7, 2015 and February 7, 2016.
 - (6) Represents share options which vested in approximately three installments on March 14, 2014, March 14, 2015 and March 14, 2016.
 - (7) Represents share options which vested in approximately three equal installments on February 6, 2015, February 6, 2016 and February 6, 2017.
 - (8) Represents share options which vested in approximately three equal installments on February 5, 2016, February 5, 2017 and February 5, 2018.
 - (9) Represents share options which are scheduled to vest in approximately three equal installments on February 4, 2017, February 4, 2018 and February 4, 2019.
 - (10) Represents share options which are scheduled to vest in approximately three equal installments on February 2, 2018, February 2, 2019 and February 2, 2020.
 - (11) Represents share options which are scheduled to vest in approximately three equal installments on February 1, 2019, February 1, 2020 and February 1, 2021.

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.