

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**
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ISSUER

EQUITY RESIDENTIAL

CIK:[906107](#) | IRS No.: [363877868](#) | State of Incorporation: **MD** | Fiscal Year End: **1231**
SIC: **6798** Real estate investment trusts

Mailing Address
*TWO NORTH RIVERSIDE
PLAZA
SUITE 400
CHICAGO IL 60606*

Business Address
*EQUITY RESIDENTIAL
TWO NORTH RIVERSIDE
PLAZA, SUITE 400
CHICAGO IL 60606
3129281178*

REPORTING OWNER

ZELL SAMUEL

CIK:[1024193](#)
Type: **4** | Act: **34** | File No.: [001-12252](#) | Film No.: [13527917](#)

Mailing Address
*TWO N RIVERSIDE PLAZA
SUITE 600
CHICAGO IL 60606*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person ZELL SAMUEL			2. Issuer Name and Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2013					
TWO NORTH RIVERSIDE PLAZA, SUITE 600			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) CHICAGO, IL 60606								
(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)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares Of Beneficial Interest	01/11/2013		<u>M</u>		213,816	A	\$23.55	3,308,823.4731 ⁽¹⁾	D	
Common Shares Of Beneficial Interest								600 ⁽²⁾	I	By Spouse, Trustee for Helen Zell Revocable Trust
Common Shares Of Beneficial Interest								1,206,968 ⁽³⁾	I	Samstock, L.L.C.
Common Shares Of Beneficial Interest								29,093.608 ⁽⁴⁾	I	Samuel Zell Revocable Trust
Common Shares Of Beneficial Interest								622,893.363 ⁽⁵⁾	I	SERP Account
Common Shares Of Beneficial Interest								1,246 ⁽⁶⁾	I	SZ JoAnn Trust
Common Shares Of Beneficial Interest								1,246 ⁽⁷⁾	I	SZ Kellie Trust
Common Shares Of Beneficial Interest								1,246 ⁽⁸⁾	I	SZ Matthew Trust
Common Shares Of Beneficial Interest								136,747 ⁽⁹⁾	I	Zell Family Foundation

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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		Day/ Year)	(D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
			Code	V	(A)	(D)							
Non-qualified Stock Option (Right to Buy)	\$23.55	01/11/2013	M			213,816	(10)	02/07/2013	Common Shares Of Beneficial Interest	213,816	\$ 0	0	D

Explanation of Responses:

1. Direct total includes restricted shares of the Company scheduled to vest in the future.
2. Shares reported herein are beneficially owned by the Helen Zell Revocable Trust ("HZRT"). Mr. Zell's spouse, Helen Zell, is the trustee of HZRT. Mr. Zell disclaims beneficial ownership of the shares reported as beneficially owned by him except to the extent of his pecuniary interest therein.
3. Shares reported herein are beneficially owned by Samstock, L.L.C. ("Samstock"). The sole member of Samstock is SZ Investments, L.L.C. ("SZ"). The managing member of SZ is Chai Trust Company, LLC ("Chai Trust"). Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
4. Shares reported herein are owned by the Samuel Zell Revocable Trust. Mr. Zell is sole trustee and beneficiary of the Samuel Zell Revocable Trust, and, as such, he may be deemed the beneficial owner of the shares reported herein.
5. Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
6. Shares reported herein are beneficially owned by the SZ JoAnn Trust ("SZJT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell is a beneficiary of SZJT and, as such, Mr. Zell may be deemed the beneficial owner of the shares reported herein.
7. Shares reported herein are beneficially owned by the SZ Kellie Trust ("SZKT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell is a beneficiary of the SZKT and, as such, Mr. Zell may be deemed the beneficial owner of the shares reported herein.
8. Shares reported herein are beneficially owned by the SZ Matthew Trust ("SZMT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell is a beneficiary of the SZMT and, as such, Mr. Zell may be deemed the beneficial owner of the shares reported herein.
9. Shares reported herein are beneficially owned by the Zell Family Foundation ("Foundation"). Mr. Zell is a director of the Foundation, and does not have a pecuniary interest in such shares.
10. Represents share options scheduled to vest in three equal installments on February 7, 2004, February 7, 2005 and February 7, 2006.

Signatures

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

** Signature of Reporting Person

01/14/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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