

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2001-03-16**

SEC Accession No. **0001045459-04-000004**

([HTML Version](#) on secdatabase.com)

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 N RIVERSIDE PLAZA
SUITE 450
CHICAGO IL 60606*

Business Address
*EQUITY RESIDENTIAL
2 N RIVERSIDE PLAZA, STE
400
CHICAGO IL 60606
3129281178*

REPORTING OWNER

EVANS STEPHEN O

CIK: **1045459**
Type: **4** | Act: **34** | File No.: **001-12252** | Film No.: **04816614**

Mailing Address
*6991 EAST CAMELBACK RD
STE A200
SCOTTSDALE AZ 85251*

Business Address
*6991 EAST CAMELBACK RD
STE A200
SCOTTSDALE AZ 85251
6028401040*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

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

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 EVANS STEPHEN O			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 type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2001					
5825 E. STARLIGHT WAY			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) PARADISE VALLEY, AZ 85253								
(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								13,891	D	
Common Shares of Beneficial Interest	05/14/2004		A		860	A	\$23.35	13,400 ⁽¹⁾	I	SERP
Common Shares of Beneficial Interest	03/16/2001		S ⁽²⁾		5,300	D	\$52.46	0 ⁽³⁾	I	Evans Charitable Foundation
Common Shares of Beneficial Interest								100,000 ⁽⁴⁾	I	Evans Family LLC

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) (Instr. 3, 4, and 5)		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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy)	\$22.9688							11/16/2000	05/16/2010	Common Shares of Beneficial Interest		3,332	D	

Non-Qualified Stock Option (right to buy)	\$23.55						08/07/2003	02/07/2013	Common Shares of Beneficial Interest	5,921		5,921 ⁽⁶⁾	D	
Non-Qualified Stock Option (right to buy)	\$25.865						11/15/2001	05/15/2011	Common Shares of Beneficial Interest	10,000		10,000 ⁽⁷⁾	D	
Non-Qualified Stock Option (right to buy)	\$27.2						01/17/2003	01/17/2012	Common Shares of Beneficial Interest	5,003		5,003 ⁽⁸⁾	D	
Non-Qualified Stock Option (right to buy)	\$29.25						01/27/2004	01/27/2014	Common Shares of Beneficial Interest	5,532		5,532 ⁽⁹⁾	D	
Operating Partnership Units	\$ 0						12/23/1997	08/08/1988	Common Shares of Beneficial Interest	4		4 ⁽¹⁰⁾	I	Trust
Operating Partnership Units	\$ 0						12/23/1997	08/08/1988	Common Shares of Beneficial Interest	1,133,224		1,133,224 ⁽¹¹⁾	I	EW Investments
Operating Partnership Units	\$ 0						12/23/1997	08/08/1988	Common Shares of Beneficial Interest	35,550		35,550 ⁽⁴⁾	I	Evans Family LLC

Explanation of Responses:

- Shares reported herein are owned by the Security Trust Company, as Trustee of the Equity Residential Supplemental Retirement Plan for the benefit of the reporting person and were acquired through Equity Residential's Employee Share Purchase Plan.
- Reflects a late reporting of shares sold on March 16, 2001.
- Shares reported herein are beneficially owned by The Evans Charitable Foundation, a not-for-profit corporation, of which Mr. Evans serves as chairman.
- Shares or OP Units reported on this line are beneficially owned by The Evans Family Limited Liability Company, of which Mr. Evans serves as the manager.
- Share options reported on this line are fully exercisable.
- 1,974 share options reported herein will become exercisable on February 7, 2004; 1,974 share options will become exercisable on February 7, 2005; and 1,973 share options will become exercisable on February 7, 2006.
- 6,668 share options reported herein are currently exercisable; and 3,332 share options will become exercisable on May 15, 2003.
- 3,333 share options reported herein are exercisable; 1,667 will become exercisable on January 17, 2004.
- Share options reported on this line will become exercisable in three equal installments on July 27, 2004; January 27, 2005 and January 27, 2006.
- OP Units reported on this line are beneficially owned by The Evans Family Revocable Trust ("Trust"), of which Mr. Evans serves as the trustee. Prior to the conversion of the OP Units into shares The Evans Family Revocable Trust assigned all interest in the shares to Evans Holdings Limited Partnership ("Evans Holdings"), of which Mr. Evans is the president.
- OP Units reported on this line are beneficially owned by EW Investments Limited Partnership ("EW Investments"), of which Mr. Evans serves as a general partner and has a 50% ownership interest. As such, Mr. Evans may be deemed the beneficial owner of approximately 50% of the common shares of the OP Units beneficially owned by EW Investments. Mr. Evans disclaims beneficial ownership of the other 50% interest in such common shares and OP Units, which are beneficially owned by other persons.

Signatures

Stephen O Evans

** Signature of Reporting Person

05/18/2004

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.