

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**  
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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

#### **STROHM BRUCE C**

CIK: **1219718**  
Type: **4** | Act: **34** | File No.: **001-12252** | Film No.: **13660871**

Mailing Address  
*C/O EQUITY RESIDENTIAL  
TWO NORTH RIVERSIDE  
PLAZA, SUITE 400  
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<br><b>STROHM BRUCE C</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>EQUITY RESIDENTIAL [EQR]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>EVP &amp; General Counsel</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/28/2013</b>          |  |  |   |  |  |
| TWO NORTH RIVERSIDE PLAZA, SUITE 400                             |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                           |  |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br>____ Form Filed by More than One Reporting Person   |  |  |
| (Street)<br><b>CHICAGO, IL 60606</b>                             |         |          |  |  |  |   |  |  |
| (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 | 02/28/2013                           |  | A                              |   | 2,137.6657 <sup>(1)</sup>   | A          | \$46.78 | 2,137.6657  | D  |   |
| Common Shares Of Beneficial Interest |                                      |  |                                |   |   |            |         | 2,405.4535 <sup>(2)</sup>   | I  | 401(k) Plan   |
| Common Shares Of Beneficial Interest |                                      |  |                                |   |   |            |         | 27,222.239 <sup>(3)</sup>   | I  | SERP Account  |

**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) |   |  |  |  |  |

### Explanation of Responses:

1. Represents shares acquired through Equity Residential's Employee Share Purchase Plan.

2. 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 11, 2013.
3. Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.

### Signatures

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

\*\* Signature of Reporting Person

03/04/2013

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.**