

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-14**
SEC Accession No. **0001221308-04-000003**

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

REPORTING OWNER

TUOMI FREDERICK C

CIK: **1221308**

Type: **4** | Act: **34** | File No.: **001-12252** | Film No.: **04816596**

Business Address
*EQUITY RESIDENTIAL
2 N RIVERSIDE PLAZA, STE
400
CHICAGO IL 60606
3126697670*

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*

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 TUOMI FREDERICK C			2. Issuer Name and Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2004			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		
26970 LAGUNA HILLS DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) ALISO VIEJO, CA 92656								
(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								47,770 ⁽¹⁾	D	
Common Shares of Beneficial Interest	05/14/2004		A		4,282	A	\$23.35	99,466 ⁽²⁾	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)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy)	\$20.0938							01/18/2000	01/18/2009	Common Shares of Beneficial Interest	35,000	35,000 ⁽³⁾	D	

Non-Qualified Stock Option (right to buy)	\$20.75							01/28/2000	01/28/2007	Common Shares of Beneficial Interest	50,000		50,000 ⁽³⁾	D
Non-Qualified Stock Option (right to buy)	\$21.0625							01/24/2001	01/24/2010	Common Shares of Beneficial Interest	56,974		56,974 ⁽³⁾	D
Non-Qualified Stock Option (right to buy)	\$23.55							02/07/2004	02/07/2013	Common Shares of Beneficial Interest	69,079		69,079 ⁽⁴⁾	D
Non-Qualified Stock Option (right to buy)	\$25.3438							01/07/2001	01/07/2008	Common Shares of Beneficial Interest	80,000		80,000 ⁽³⁾	D
Non-Qualified Stock Option (right to buy)	\$25.844							01/18/2002	01/18/2011	Common Shares of Beneficial Interest	82,536		82,536 ⁽⁵⁾	D
Non-Qualified Stock Option (right to buy)	\$27.2							01/16/2003	01/16/2012	Common Shares of Beneficial Interest	54,687		54,687 ⁽⁶⁾	D
Non-Qualified Stock Option (right to buy)	\$27.6							07/11/2002	07/11/2011	Common Shares of Beneficial Interest	65,000		65,000 ⁽⁷⁾	D
Non-Qualified Stock Option (right to buy)	\$29.25							01/27/2004	01/27/2014	Common Shares of Beneficial Interest	65,268		65,268 ⁽⁸⁾	D

Explanation of Responses:

- Shares reported on this line are owned directly and some of the shares (including the shares which are subject to the grant award reported herein) are subject to vesting.
- 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.
- Share options reported on this line are fully exercisable.
- 23,026 share options reported herein will become exercisable on February 7, 2004; 23,026 share options will become exercisable on February 7, 2005; 23,027 share options will become exercisable on February 7, 2006.
- 55,024 share options reported herein are currently exercisable; and 27,512 share options will become exercisable on January 18, 2004.
- 18,229 share options reported herein are currently exercisable; 18,229 share options are scheduled to vest on January 16, 2004; 18,229 share options are scheduled to vest on January 16, 2005.

7. One-third of the share options reported on this line are exercisable; one-third will become exercisable on July 11, 2003; and one-third will become exercisable on July 11, 2004.
8. Share options reported on this line will become exercisable in three equal installments on January 27, 2005; January 27, 2006 and January 27, 2007.

Signatures

Frederick C Tuomi

** 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.