

EQUITY RESIDENTIAL
Form 4
August 07, 2009

FORM 4

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

OMB APPROVAL

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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 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 *
ZELL SAMUEL

(Last) (First) (Middle)
TWO NORTH RIVERSIDE
PLAZA, SUITE 600
(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EQUITY RESIDENTIAL [EQR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Shares Of Beneficial Interest	08/05/2009		M		284,866	A	\$ 21.0625	2,355,081.6308 (1) D
Common Shares Of Beneficial Interest	08/05/2009		M		10,000	A	\$ 22.9688	2,365,081.6308 (1) D
Common Shares Of Beneficial Interest	08/05/2009		P		15,976.477	A	\$ 27.61	463,445.393 (2) I SERP Account

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Common Shares Of Beneficial Interest	600 ⁽³⁾	I	By Spouse, Trustee for Helen Zell Revocable Trust
Common Shares Of Beneficial Interest	1,206,968 ⁽⁴⁾	I	Samstock, L.L.C.
Common Shares Of Beneficial Interest	29,093.608 ⁽⁵⁾	I	Samuel Zell Revocable Trust
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

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

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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount

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Mr. Zell is 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 approximately three equal installments on January 24, 2001, January 24, 2002 and January 24, 2003.
- (11) Represents share options scheduled to vest in approximately three equal installments on November 16, 2000, May 16, 2001 and May 16, 2002.

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

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