NEITHERCUT DAVID J
Form 4/A
November 22, 2005

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEITHERCUT DAVID J

(Last) (First) (Middle)

TWO NORTH RIVERSIDE PLAZA, SUITE 400

(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)
11/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
11/16/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares of Beneficial Interest								86,079 (1)	D	
Common Shares of Beneficial Interest								2,874 (2)	I	Limited Partnership
Common Shares of Beneficial Interest	11/14/2005		J(3)		3,098	D	$ 32.27	151,177 (4)	I	SERP Account

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

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 control number.

SEC 1474 (9-02)

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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Stock Option (right to buy)	$ 20.0938							01/18/2000	01/18/2009	Common Shares of Beneficial Interest	149,24
Non-Qualified Stock Option (right to buy)	$ 21.0625							01/24/2001	01/24/2010	Common Shares of Beneficial Interest	65,28
Non-Qualified Stock Option (right to buy)	$ 23.55							02/07/2004	02/07/2013	Common Shares of Beneficial Interest	100,98
Non-Qualified Stock Option (right to buy)	$ 25.3438							01/07/2001	01/07/2008	Common Shares of Beneficial Interest	51,20
Non-Qualified Stock Option (right to buy)	$ 25.844							01/18/2002	01/18/2011	Common Shares of Beneficial Interest	67,70
Non-Qualified Stock Option (right to buy)	$ 27.2							01/16/2003	01/16/2012	Common Shares of Beneficial Interest	79,96
Non-Qualified Stock Option	$ 27.6							07/11/2002	07/11/2011	Common Shares of	65,00

(right to buy)					Beneficial Interest	
Non-Qualified Stock Option (right to buy)	$ 29.25		01/27/2004	01/27/2014	Common Shares of Beneficial Interest	116,15
Non-Qualified Stock Option (right to buy)	$ 31.76		02/03/2005	02/03/2015	Common Shares of Beneficial Interest	139,21

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEITHERCUT DAVID J TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606			President	

Signatures

By: Barbara A. Shuman, Attorney-in-fact	11/22/2005
**Signature of Reporting Person	Date

Explanation of Responses:

*	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).
(3)	On November 14, 2005, a Form 4 was filed on behalf of Mr. Neithercut that incorrectly reported an acquisition of 3,098 common shares owned by The Security Trust Company, as Trustee of the Equity Residential Supplemental Retirement Plan (the "SERP") for the benefit of Mr. Neithercut. This acquisition did not in fact occur. As of November 14, 2005, the SERP continued to hold only 151,177 common shares on behalf of Mr. Neithercut.
(4)	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.
(11)	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.
(5)	Share options reported on this line are fully exercisable.
(1)	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.
(9)	45,136 share options reported herein are currently exercisable; and 22,568 share options will become exercisable on January 18, 2004.
(6)	Share options reported on this line are fully exercisable.
(13)	Share options reported on this line will become exercisable in three equal installments on February 3, 2006; February 3, 2007 and February 3, 2008.
(8)	Share options reported on this line are fully exercisable.
(2)	Shares reported on this line are benficially owned by the Benemi Partners, L.P., of which Mr. Neithercut is the general partner.
(10)	26,655 share options reported herein are currently exercisable; 26,655 share options will become exercisable on January 16, 2004; and 26,655 share options will become exercisable on January 16, 2005.

(7) 33,662 share options reported herein will become exercisable on February 7, 2004; 33,662 share options will become exercisable on February 7, 2005; 33,663 share options will become exercisable on February 7, 2006.

(12) Share options reported on this line will become exercisable in three equal installments on January 27, 2005; January 27, 2006 and January 27, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.