Kaufman Ian Form 4 February 11, 2013

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per

5. Relationship of Reporting Person(s) to

Issuer

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response... 0.5

January 31,

1(b).

Kaufman Ian

(Print or Type Responses)

1. Name and Address of Reporting Person *

Kauman iai	aurman ran		Symbol EQUITY RESIDENTIAL [EQR]				(Charle all amplicable)			
(Last) TWO NORT PLAZA, SU	ΓΗ RIVERSIDE	(Month	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2013				(Check all applicable) Director 10% Owner Officer (give title Other (specify below) Chief Accounting Officer			
CHICAGO,	(Street) IL 60606		nendment, Da onth/Day/Yea	_X_ Form filed by One Ro Form filed by More th Person			ne Reporting Per	Reporting Person		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 8) Code V	4. Securi corr Dispo- (Instr. 3, Amount	(A) or (D)	5) Price	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)	
Beneficial Interest	02/07/2013		A	<u>(1)</u>	A	\$ 0	(2)	D		
Common Shares Of Beneficial Interest	02/08/2013		S	483 (3)	D	\$ 55.5144 (4)	6,579.5332 (2)	D		
Common Shares Of Beneficial Interest							354.416 (5)	I	401(k) Plan	

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

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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. Transactic Code (Instr. 8)	5. Number coof 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	Amou or Numb of Shares
Non-qualified Stock Option (Right to Buy)	\$ 54.82	02/07/2013		A	4,156	<u>(6)</u>	02/07/2023	Common Shares Of Beneficial Interest	4,15

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kaufman Ian

TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

Chief Accounting Officer

Signatures

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

02/11/2013

**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).
- (1) Represents restricted shares scheduled to vest on February 7, 2016.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- (3) Represents the sale of shares for the payment of tax liability incurred upon the vesting of restricted shares.
- (4) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$55.51 to \$55.5146. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the

Reporting Owners 2

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number of shares sold at each separate price.

- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with (5) 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.
- (6) Represents share options scheduled to vest in approximately three equal installments on February 7, 2014, February 7, 2015 and February 7, 2016.

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.