EQUITY RESIDENTIAL

Form 4

Common Shares Of

Beneficial Interest

November 08, 2010

FORM	ЛΔ								OMB APP	ROVAL	
	UNITED	STATES			AND EXCHA		E COM	IMISSION	OMB	3235-0287	
Check th			Wa	shington	n, D.C. 20549				Number: Expires:	January 31,	
if no lon subject t Section Form 4 o Form 5 obligatio may con See Insti 1(b).	STATEN 16. or Filed pur ons tinue.	rsuant to S(a) of the	Section 1 Public U	SECUI 16(a) of the Utility Hol	HENEFICE RITIES The Securities of the Securitie	Excha ny Ac	ange Ac	et of 1934,	Estimated ave burden hours response		
Print or Type	Responses)										
1. Name and A					5. R Issu	Relationship of Reporting Person(s) to suer (Check all applicable)					
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					(Clieck	. ан аррисаоте)		
TWO NOR PLAZA, SI	TH RIVERSIDE UITE 400		(Month/I 11/04/2	Day/Year) 2010					10% O title Other (below) dent & CEO	wner specify	
	(Street)			endment, D onth/Day/Yea	Date Original ar)		Appl _X_	licable Line) Form filed by On	nt/Group Filing(on	
CHICAGO	, IL 60606						Perso		re than One Repo	rting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Secu	rities	Acquired	l, Disposed of,	or Beneficially	Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution			n Date, if TransactiorDisposed of (D) Code (Instr. 3, 4 and 5)			d (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares Of Beneficial Interest	11/04/2010			S	26,070.456	` ´	\$ 50.41	122,303.98 (1)	¹ I	SERP Account	
Common Shares Of Beneficial Interest								39,765 (2) (3	<u>)</u> D		

401(k) Plan

2,245.4106

<u>(4)</u>

I

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Common Shares Of Beneficial Interest	2,874 (5)	I	Family Limited Partnership
Common Shares Of Beneficial Interest	21,258 (6)	I	Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	21,258 (7)	I	Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	140,314 (8)	I	Trust (fbo wife)
Common Shares Of Beneficial Interest	2 (9)	I	Trust (fbo wife)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionNumber	 Expiration I 	Date	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	B) Derivati	ive		Secur	ities	(Instr. 5)
	Derivative				Securiti	es		(Instr.	3 and 4)	
	Security				Acquire	d				
					(A) or					
					Dispose	d				
					of (D)					
					(Instr. 3					
					4, and 5					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
									of	
				Code	V (A) (D))			Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NEITHERCUT DAVID J

TWO NORTH RIVERSIDE PLAZA, SUITE 400 X President & CEO CHICAGO, IL 60606

Signatures

s/ By: Yasmina Duwe, Attorney-in-fact

**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 shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- (3) The share amount reported in column 5 has been reduced by 140,314 shares and such shares are now included in the reporting person's indirect holdings. The shares were mistakenly aggregated with the reporting person's direct holdings.
- 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 October 8, 2010.
- (5) Represents shares beneficially owned by a family limited partnership, of which the reporting person is the general partner.
- Represents shares beneficially owned by a trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Represents shares beneficially owned by a trust for the benefit of the reporting person's son. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (8) Represents shares beneficially owned by a trust for the benefit of the reporting person's wife. The reporting person is the sole trustee of this trust and, as such, may be deemed the beneficial owner of these shares.
- Represents shares beneficially owned by a trust for the benefit of the reporting person's wife. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.

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