Edgar Filing: EQUITY RESIDENTIAL - Form 4

-	ESIDENTIAL										
Form 4 February 29	2012										
FORM	ЛЛ								OMB APP	ROVAL	
	UNITED	STATES			AND EXCH 1, D.C. 2054		GE CO	MMISSION	OMB Number:	3235-0287	
Check this box if no longer						TAT			Expires:	January 31, 2005	
subject t Section	SIAIEN 16.	F CHAP		N BENEFIC RITIES	RSHIP OF	Estimated average burden hours per					
Form 4 or Form 5 obligations may continue.response0.5See Instruction 1(b).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 19400.5											
(Print or Type	Responses)										
	Address of Reporting GERALD A	Person *	Symbol		nd Ticker or Tra	U	Iss	Relationship of I suer	Reporting Persor	n(s) to	
(Last)	(First) (I	Middle)	-		Fransaction	- 2- 1		(Check	all applicable)		
				/2012 —				X_Director10% Owner Officer (give titleX_ Other (specify below) Vice Chairman			
				onth/Day/Year) App _X_				Individual or Joint/Group Filing(Check plicable Line) _ Form filed by One Reporting Person			
CHICAGO	, IL 60606							_ Form filed by Mo rson	ore than One Repo	rting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Sec	curitie	s Acquir	ed, Disposed of,	or Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transacti Code (Instr. 8)	4. Securities oror Disposed o (Instr. 3, 4 an	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111301. 4)		
Common Shares Of Beneficial Interest	02/27/2012			А	2,038.736 (1)	A	\$ 49.05	269,632.052 (2)	³ D		
Common Shares Of Beneficial Interest								3,472 <u>(3)</u>	I	Children	
Common Shares Of Beneficial Interest								25,015 <u>(4)</u>	I	Family Trust	

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Common Shares Of Beneficial Interest	9,581 <u>(5)</u>	I	SERP Account
Common Shares Of Beneficial Interest	71,132 <u>(6)</u>	Ι	Spouse

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.

Exercisable Date

of

Shares

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. Mumber	6. Date Exer Expiration D		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
			(Infolial Duy) I cal)	· · · · · · · · · · · · · · · · · · ·			*				
	Security	or Exercise		any	Code	of	(Month/Day/	rear)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
		Derivative				Securities	:		(Instr. 3 and 4	·)	Owne
		Security				Acquired					Follo
						(A) or					Repo
						Disposed					Trans
						of (D)					(Instr
						(Instr. 3,					
						4, and 5)					
									Amour	nt	
							Date	Expiration	or Title Numbe		
							Evensionhla	Data	1 in annot	-	

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address		Relationships					
F	Director	10% Owner	Officer	Other			
SPECTOR GERALD A TWO NORTH RIVERSIDE PLAZA, CHICAGO, IL 60606	SUITE 400	Х			Vice Chairman		
Signatures							
s/ By: Jane Matz, Attorney-in-fact	02/29/2012						
**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 acquired through Equity Residential's Employee Share Purchase Plan.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- (3) Represents shares beneficially owned by Mr. Spector as custodian for his minor children. Mr. Spector disclaims beneficial ownership of said shares.
- (4) Represents shares held by the Spector Family Dynasty Trust (the "SFDT"). Mr. Spector is the sole trustee of the SFDT and, as such, may be deemed the beneficial owner of the shares reported herein.
- (5) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.
- (6) Represents shares beneficially owned by Mr. Spector's spouse. Mr. Spector disclaims beneficial ownership of said shares except to the extent of his pecuniary interest therein.

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.