### Edgar Filing: EQUITY RESIDENTIAL - Form 4

EQUITY RE Form 4	SIDENTIAL										
August 31, 2	012										
FORM						NCE CO	MARGION		PROVAL		
	<b>4</b> UNITED STA					INGE CU	MIMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 or Form 5	6. Filed pursuan	T OF CHAN	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHI SECURITIES Section 16(a) of the Securities Exchange Act of					Expires: January Estimated average burden hours per response			
obligations may continue. See Instruction 1(b).       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)											
TUOMI FREDERICK C Symbol							. Relationship of Reporting Person(s) to ssuer				
(Last)	(First) (Middle	-	f Earliest Tr		- [L) (	2]	(Check	all applicable)	)		
			h/Day/Year)				· · · · · · · · · · · · · · · · · · ·	ive title 10% Owner Other (specify below) utive Vice President			
	(Street)	4. If Ame	ndment, Da	te Origina	ıl	6	. Individual or Join				
CHICAGO,	onth/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					son					
(City)	(State) (Zip)	Tabl	o I Non D	anivativa	See			or Donoficial	. Ourned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A (Month/Day/Year) Exc any	Deemed cution Date, if	3. Transactic Code	4. Securi	ties A sed of 4 and	cquired (A)	red, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Shares Of Beneficial Interest	08/29/2012		S	5,000	D	\$ 60.9432 (1)	19,232 <u>(2)</u>	D			
Common Shares Of Beneficial Interest							2,359.8963 (3)	Ι	401(k) Plan		
Common Shares Of Beneficial Interest							2,038.736 <u>(4)</u>	Ι	SERP Account		

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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.

# 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 Exerc	isable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ite	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Underl	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(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)						
									Amount		
									or		
							Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				0000	( <i>I</i> , <b>)</b> ( <b>D</b> )				Silares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TUOMI FREDERICK C TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606			Executive Vice President			
Signatures						
s/ By: Jane Matz						

Attorney-in-fact 08/31/2012

\*\*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).

The price represents the weighted average price of the shares sold. The shares were sold within a range of \$60.91 to \$60.97. The reporting(1) person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with
   (3) 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 July 13, 2012.

(4)

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Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.

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.