### EQUITY RESIDENTIAL

Form 4

Interest

November 12, 2014

November 1								OMR AP	PROVAL		
FORM	CITIED STATES SECURITES AND EXCHANGE COMMISSION								3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  Washington, D.C. 20549  Number:  Expires:  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  SECURITIES  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											
(Print or Type I	Responses)										
1. Name and A Parrell Marl		Ticker or Tr		Is	. Relationship of Reporting Person(s) to ssuer						
(Last)	(First) (Mid	_	Earliest Tr	_	ĽQK.		(Check	all applicable	)		
TWO NOR' PLAZA, SU	Month/Day/Year) [1/11/2014					Director 10% Owner Officer (give title Other (specify below)  Executive Vice President & CFO					
CHICAGO,	(Street)	mendment, Date Original  6. Individual or Joint/Group Filing(Check  Applicable Line)  _X_ Form filed by One Reporting Person  Form filed by More than One Reporting									
		\					rson				
(City)  1.Title of Security (Instr. 3)	a	Tabl	3.	4. Securities on Disposed (Instr. 3, 4 a	s Acquided of (D) and 5)	ired (A)	ed, Disposed of, 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)		
Common Shares Of Beneficial Interest	11/11/2014		Code V M	Amount 4,569	or (D)	Price \$ 53.5	(Instr. 3 and 4) 4,569	D			
Common Shares Of Beneficial Interest	11/11/2014		S	4,569	D	\$ 70	0	D			
Common Shares Of Beneficial	11/11/2014		M	30,000	A	\$ 53.71	30,000	D			

### Edgar Filing: EQUITY RESIDENTIAL - Form 4

Common Shares Of Beneficial Interest	11/11/2014	S	30,000	D	\$ 70	0	D	
Common Shares Of Beneficial Interest	11/11/2014	S	3,608.93	D	\$ 69.96	3,608.928 (1)	I	SERP Account
Common Shares Of Beneficial Interest						782.7479 <u>(2)</u>	I	401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Non-qualified Stock Option (Right to Buy)	\$ 53.5	11/11/2014		M	4,569	(3)	02/08/2017	Common Shares Of Beneficial Interest	4,5
Non-qualified Stock Option (Right to Buy)	\$ 53.71	11/11/2014		M	30,000	<u>(4)</u>	02/07/2021	Common Shares Of Beneficial Interest	30,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			

Executive Vice President & CFO

Reporting Owners 2

#### Edgar Filing: EQUITY RESIDENTIAL - Form 4

Parrell Mark J. TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

## **Signatures**

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

11/12/2014

\*\*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.
- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with (2) 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 11, 2014.
- (3) Represents share options scheduled to vest in three equal installments on February 8, 2008, February 8, 2009 and February 8, 2010.
- (4) Represents share options scheduled to vest in approximately three equal installments on February 7, 2012, February 7, 2013 and February 7, 2014.

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.

Signatures 3