NEITHERCUT DAVID J

Form 4

February 05, 2019

FORM 4

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

OMB Number:

3235-0287

OMB APPROVAL

Check this box if no longer

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average

January 31, 2005

0.5

subject to Section 16. Form 4 or Form 5

obligations

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

SECURITIES

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * NEITHERCUT DAVID J

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

EQUITY RESIDENTIAL [EQR]

(Check all applicable)

TWO NORTH RIVERSIDE

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2019

X_ Director 10% Owner Other (specify Officer (give title

below)

PLAZA, SUITE 400

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60606

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

or

(Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code V	(A)	` ′	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Units	<u>(1)</u>	02/01/2019		A	42,081		(2)	02/01/2029	Common Shares Of Beneficial Interest	42,081
Restricted Units	(3)	02/01/2019		A	42,081		<u>(4)</u>	02/01/2029	Common Shares Of Beneficial Interest	42,081

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NEITHERCUT DAVID J TWO NORTH RIVERSIDE PLAZA, SUITE 400 X CHICAGO, IL 60606

Signatures

s/ By: Scott J. 02/05/2019 Fenster

**Signature of Date
Reporting Person

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).

On February 1, 2019, the reporting person received a grant of Series 2019C restricted limited partnership interests ("Restricted Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of Equity Residential (the "Company"), in lieu of restricted shares of the Company as part of the Company's annual grant of long-term compensation. Restricted Units are a class of

- partnership interest that automatically convert into an equal number of limited partnership interests of the Operating Partnership ("OP Units") when the capital account related to the Restricted Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to the vesting requirements of the grant and certain other restrictions, OP Units are exchangeable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. The Restricted Units reflected in this report also include any OP Units into which such Restricted Units automatically convert.
- Pursuant to the retirement provisions of the Company's share incentive plan, the Restricted Units vested on February 1, 2019, the date of the grant and remain subject to a two year hold requirement.
- (3) On February 1, 2019, the reporting person received a grant of Series 2019D restricted limited partnership interests ("Restricted Units") in ERP Operating Limited Partnership (the "Operating Partnership), the operating partnership of Equity Residential (the "Company"), as an alternative to cash in connection with all or a portion of their performance bonus. Restricted Units are a class of partnership interest that automatically convert into an equal number of limited partnership interests of the Operating Partnership ("OP Units") when the capital account related to the Restricted Units reaches a specified target for federal income tax purposes (provided such target is reached within

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ten years of issuance). Subject to the vesting requirements of the grant and certain other restrictions, OP Units are exchangeable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. The Restricted Units reflected in this report also include any OP Units into which such Restricted Units automatically convert.

(4) The Restricted Units vested on February 1, 2019, the date of the grant and remain subject to a two year hold requirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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