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EQUITY RESIDENTIAL

Form 3

February 17, 2015

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

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)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement EQUITY RESIDENTIAL [EQR] À Brackenridge Alexander (Month/Day/Year) 02/10/2015 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) TWO NORTH RIVERSIDE (Check all applicable) PLAZA, SUITE 400 (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting **Executive Vice President** Person CHICAGO, ILÂ 60606 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Shares Of Beneficial Interest 18,609 (1) Common Shares Of Beneficial Interest 2,139.2915 (2) I 401(k) Plan Common Shares Of Beneficial Interest $1,980.454 \frac{(3)}{}$ I SERP Account Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 4. 5. 6. Nature of Indirect (Instr. 4) Expiration Date (Month/Day/Year) Securities Underlying Conversion Ownership Beneficial

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			Derivative Security (Instr. 4)		or Exercise Price of	Form of Derivative	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-qualified Stock Option (Right to Buy)	10/29/2014	10/29/2020	Common Shares Of Beneficial Interest	2,056	\$ 48.63	D	Â
Non-qualified Stock Option (Right to Buy)	(4)	02/07/2021	Common Shares Of Beneficial Interest	7,048	\$ 53.71	D	Â
Non-qualified Stock Option (Right to Buy)	(5)	02/03/2022	Common Shares Of Beneficial Interest	5,472	\$ 60.25	D	Â
Non-qualified Stock Option (Right to Buy)	(6)	02/07/2023	Common Shares Of Beneficial Interest	9,613	\$ 54.82	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
Brackenridge Alexander						
TWO NORTH RIVERSIDE PLAZA, SUITE 400	Â	Â	Executive Vice President	Â		
CHICAGO Â ILÂ 60606						

Signatures

s/ By: Jane Matz, Attorney-in-fact 02/17/2015

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 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 February 10, 2015.
- Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.

(4)

Reporting Owners 2

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Represents share options scheduled to vest in approximately three equal installments on February 7, 2012, February 7, 2013 and February 7, 2014.

- (5) Represents share options scheduled to vest in three equal installments on February 3, 2013, February 3, 2014 and February 3, 2015.
- (6) Represents share options scheduled to vest in approximately three equal installments on February 7, 2014, February 7, 2015 and February 7, 2016.

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.