Edgar Filing: Santee David S - Form 4

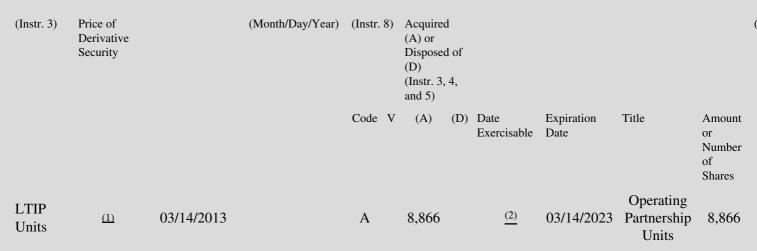
Santee David Form 4	IS									
March 18, 20)13									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								PPROVAL		
CONIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check thi if no long subject to Section 14 Form 4 or Form 5 obligatior may conti <i>See</i> Instru 1(b).	6. Filed pur Section 17(STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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							January 31, 2005 average urs per . 0.5	
(Print or Type R	Responses)									
1. Name and Address of Reporting Person <u>*</u> Santee David S			2. Issuer Name and Ticker or Trading Symbol EQUITY RESIDENTIAL [EQR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of	of Earliest '	Transactio	n	(Check an applicable)			
TWO NORTH RIVERSIDE PLAZA, SUITE 400			(Month/Day/Year) 03/14/2013				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 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						Person	wore than One R	eporting	
(City)	(State)	(Zip)	Tat	ole I - Non-	-Derivativ	e Securities	Acquired, Disposed o	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Code (Instr. 8)		(A) or d of (D) , 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Repo	ort on a separate line	for each cl	ass of sec	urities ben	eficially o	wned directly	or indirectly.			
					Pers info requ	ons who re mation con ired to resp lays a curre	espond to the colle- nained in this form bond unless the for ently valid OMB co	are not m	SEC 1474 (9-02)	

 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. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

1

Edgar Filing: Santee David S - Form 4



Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
Santee David S TWO NORTH RIVERSIDE PLAZA, S CHICAGO, IL 60606			Executive Vice President				
Signatures							
s/ By: Jane Matz, Attorney-in-fact	03/18/2013						
<u>**</u> 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).

On March 14, 2013, the reporting person received a grant of restricted limited partnership interests ("LTIP 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 a supplemental grant of long-term compensation in recognition of the reporting person's significant contribution in connection with the closing of the Archstone transaction. LTIP Units are a class of partnership interest that automatically convert into

(1) an equal number of limited partnership interests of the Operating Partnership ("OP Units") when the capital account related to the LTIP Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to any vesting requirements of the grant, OP Units are redeemable 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 LTIPs reflected in this report also include any OP Units into which such LTIP Units automatically convert.

The LTIP Units are scheduled to vest on March 14, 2016. If the reporting person is retirement eligible (whether through the Rule of 70 or (2) being age 62 or older) these LTIP Units will be forfeited if the reporting person voluntarily leaves the Company prior to or on December 31, 2013.

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.