Edgar Filing: ZELL SAMUEL - Form 4

ZELL SAMUEL Form 4 December 11, 2017 NITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Check this box if no longer subject to Section 16. Form 5 obligations boligations any continue. TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES MB Number: SECURITIES 2035-0287 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations i(b). Filed pursuant to Section 16(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940) Stimated section interventional interventions interventions interventional intervention interventinterventinterventional interventinterventional interve								
(Print or Type Responses)								
1. Name and Address of Reporting Pers ZELL SAMUEL	Symbol		nd Ticker or ' DENTIAL		6	5. Relationship of Issuer		
(Last) (First) (Midd		3. Date of Earliest Transaction (Check a				all applicable)		
TWO NORTH RIVERSIDE PLAZA, SUITE 600	helow) helow)						ther (specify	
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Film Filed(Month/Day/Year) Applicable Line) _X_Form filed by One Reporting Per Form filed by More than One Rep					Person			
CHICAGO, IL 60606						Person		Reporting
(City) (State) (Zip)					_	iired, Disposed of		-
(Instr. 3) any	Deemed cution Date, if nth/Day/Year)	Code (Instr. 8)	ionor Dispose (Instr. 3, 4	d of (I and 5) (A) or	D) '	5. Amount of 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)
Common Shares Of Beneficial Interest		Code V	Amount 121,848	(D) A	Price \$ 19.67	261,654	D	
Common Shares Of Beneficial Interest		S	121,848	D	\$ 71.83 (1)	139,806	D	
Common Shares Of Beneficial Interest		М	322,615	A	\$ 19.67	462,421	D	

Common Shares Of Beneficial Interest	600 <u>(2)</u>	I	By Spouse, Trustee for Helen Zell Revocable Trust
Common Shares Of Beneficial Interest	1,206,968 (3)	Ι	Samstock, L.L.C.
Common Shares Of Beneficial Interest	2,267,873 (4)	I	Samuel Zell Revocable Trust
Common Shares Of Beneficial Interest	694,344 <u>(5)</u>	I	SERP Account
Common Shares Of Beneficial Interest	1,246 <u>(6)</u>	Ι	SZ JoAnn Trust
Common Shares Of Beneficial Interest	1,246 <u>(7)</u>	I	SZ Kellie Trust
Common Shares Of Beneficial Interest	1,246 <u>(8)</u>	I	SZ Matthew Trust
Common Shares Of Beneficial Interest	154,480 <u>(9)</u>	I	Zell Family Foundation

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. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

	Derivative Security				-	osed of (D) r. 3, 4, and				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Non-qualified Stock Option (Right to Buy)	\$ 19.67	12/07/2018	М			121,848	(10)	02/10/2019	Common Shares Of Beneficial Interest	12
Non-qualified Stock Option (Right to Buy)	\$ 19.67	12/07/2018	М			322,615	(10)	02/10/2019	Common Shares Of Beneficial Interest	32

Reporting Owners

Reporting Owner Name / Address		Relationships					
FB	Director	10% Owner	Officer	Other			
ZELL SAMUEL TWO NORTH RIVERSIDE PLAZA, SUITE 600 CHICAGO, IL 60606	Х			Chairman of the Board			
Signatures							
Dev Coatt I Franken							

Date

s/ By: Scott J. Fenster,	
Attorney-in-fact	12/11/2018

<u>**</u>Signature of 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).

The price represents the weighted average price of the shares sold. The shares were sold within a range of \$71.33 to \$72.16. The
 (1) reporting 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.

Shares reported herein are beneficially owned by the Helen Zell Revocable Trust ("HZRT"). Mr. Zell's spouse, Helen Zell, is the trustee
 of HZRT. Mr. Zell disclaims beneficial ownership of the shares reported as beneficially owned by him except to the extent of any pecuniary interest therein.

Shares reported herein are beneficially owned by Samstock, L.L.C. ("Samstock"). The sole member of Samstock is SZ Investments, L.L.C. ("SZ"). The managing member of SZ is Chai Trust Company, LLC ("Chai Trust"). Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

Shares reported herein are owned by the Samuel Zell Revocable Trust. Mr. Zell is the sole trustee and beneficiary of the Samuel Zell
(4) Revocable Trust, and, as such, he is the beneficial owner of the shares reported herein. Includes 2,229,427 shares previously held directly by the reporting person.

- (5) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person, and includes shares acquired through dividend reinvestments.
- (6) Shares reported herein are beneficially owned by the SZ JoAnn Trust ("SZJT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell

(3)

Edgar Filing: ZELL SAMUEL - Form 4

disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

Shares reported herein are beneficially owned by the SZ Kellie Trust ("SZKT"), of which Chai Trust Company, LLC ("Chai Trust") is
 (7) the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

Shares reported herein are beneficially owned by the SZ Matthew Trust ("SZMT"), of which Chai Trust Company, LLC ("Chai Trust")
(8) is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

Shares reported herein are beneficially owned by the Zell Family Foundation ("Foundation"). Mr. Zell is a director of the Foundation;(9) however, Mr. Zell does not have voting or dispositive power over such shares, or any pecuniary interest therein, and therefore disclaims beneficial ownership of such shares.

(10) These share options vested in approximately three equal installments on February 6, 2010, February 6, 2011 and February 6, 2012.

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.