

Parrell Mark J.  
Form 4  
May 20, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Parrell Mark J.

(Last) (First) (Middle)

TWO NORTH RIVERSIDE  
PLAZA, SUITE 400

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EQUITY RESIDENTIAL [EQR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3)      | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | 05/16/2013                           |  | S                              | 8,231   | D \$ 59.4473 (1)  | 7,624.2558 (2)   | D   |
| Common Shares Of Beneficial Interest | 05/17/2013                           |  | M                              | 4,023   | A \$ 42.8   | 11,647 (2)   | D   |
| Common Shares Of Beneficial Interest | 05/17/2013                           |  | M                              | 205   | A \$ 38.57  | 11,852 (2)   | D   |

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|                                      |            |   |        |   |                           |                           |   |              |
|--------------------------------------|------------|---|--------|---|---------------------------|---------------------------|---|--------------|
| Common Shares Of Beneficial Interest | 05/17/2013 | S | 4,228  | D | \$ 59.76                  | 7,624 <sup>(2)</sup>      | D |              |
| Common Shares Of Beneficial Interest | 05/20/2013 | M | 4,902  | A | \$ 38.57                  | 12,526 <sup>(2)</sup>     | D |              |
| Common Shares Of Beneficial Interest | 05/20/2013 | M | 10,000 | A | \$ 32.97                  | 22,526 <sup>(2)</sup>     | D |              |
| Common Shares Of Beneficial Interest | 05/20/2013 | S | 14,902 | D | \$ 59.9517 <sup>(3)</sup> | 7,624 <sup>(2)</sup>      | D |              |
| Common Shares Of Beneficial Interest |            |   |        |   |                           | 744.3376 <sup>(4)</sup>   | I | 401(k) Plan  |
| Common Shares Of Beneficial Interest |            |   |        |   |                           | 21,247.429 <sup>(5)</sup> | I | SERP Account |

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

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares of Underlying Security |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Non-qualified Stock Option (Right to Buy)  | \$ 42.8  | 05/17/2013                           |  | M                              | 4,023   | <sup>(6)</sup> 02/03/2016                                | Common Shares Of Beneficial                                 | 4,023  |

|   |          |            |   |        |     |            |                                      | Interest |
|---|----------|------------|---|--------|-----|------------|--------------------------------------|----------|
| Non-qualified Stock Option (Right to Buy) | \$ 38.57 | 05/17/2013 | M | 205    | (7) | 02/07/2018 | Common Shares Of Beneficial Interest | 20       |
| Non-qualified Stock Option (Right to Buy) | \$ 38.57 | 05/20/2013 | M | 4,902  | (7) | 02/07/2018 | Common Shares Of Beneficial Interest | 4,902    |
| Non-qualified Stock Option (Right to Buy) | \$ 32.97 | 05/20/2013 | M | 10,000 | (8) | 02/05/2020 | Common Shares Of Beneficial Interest | 10,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Parrell Mark J.<br>TWO NORTH RIVERSIDE PLAZA, SUITE 400<br>CHICAGO, IL 60606 |               |           | Executive Vice President & CFO |       |

## Signatures

s/ By: Jane Matz, Attorney-in-fact 05/20/2013

\*\*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) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$59.40 to \$59.60. The 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.
  - (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
  - (3) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$59.90 to \$60.00. The 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.
  - (4) 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 April 12, 2013.
  - (5) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan (the "SERP"), for the benefit of the reporting person. Also includes restricted shares that the reporting person deferred to the SERP upon vesting of the shares.
  - (6) Represents share options scheduled to vest in three equal installments on February 3, 2007, February 3, 2008 and February 3, 2009.
  - (7) Represents share options scheduled to vest in approximately three equal installments on February 7, 2009, February 7, 2010 and February 7, 2011.

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- (8) Represents share options scheduled to vest in approximately three equal installments on February 5, 2011, February 5, 2012 and February 5, 2013.

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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