NEITHERCUT DAVID J
Form 4
August 25, 2017

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEITHERCUT DAVID 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)
08/23/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares Of Beneficial Interest	08/23/2017		M		49,369	A	$ 19.67	52,243 (1)	I	Family Limited Partnership
Common Shares Of Beneficial Interest	08/23/2017		S		49,369	D	$ 68.024 (2)	2,874 (1)	I	Family Limited Partnership
Common Shares Of Beneficial Interest	08/24/2017		M		631	A	$ 19.67	3,505 (1)	I	Family Limited Partnership

Common Shares Of Beneficial Interest	08/24/2017		S	631	D	$ 68.099 (3)	2,874 (1)	I	Family Limited Partnership
Common Shares Of Beneficial Interest	08/24/2017		M	25,000	A	$ 19.67	27,874 (1)	I	Family Limited Partnership
Common Shares Of Beneficial Interest	08/24/2017		S	25,000	D	$ 68.26 (4)	2,874 (1)	I	Family Limited Partnership
Common Shares Of Beneficial Interest							3,206 (5)	I	401(k) Plan
Common Shares Of Beneficial Interest							118,502 (6)	I	Trust I
Common Shares Of Beneficial Interest							26,600 (6)	I	Trust III

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 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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	$ 19.67	08/23/2017		M			49,369	(7)	02/06/2019	Common Shares Of Beneficial	49,3

							Interest	
Non-qualified Stock Option (Right to Buy)	$ 19.67	08/24/2017	M	631	(7)	02/06/2019	Common Shares Of Beneficial Interest	63
Non-qualified Stock Option (Right to Buy)	$ 19.67	08/24/2017	M	25,000	(7)	02/06/2019	Common Shares Of Beneficial Interest	25,(

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEITHERCUT DAVID J TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	X		President & CEO	

Signatures

s/ By: Jane Matz, Attorney-in-fact	08/25/2017
**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) Represents shares beneficially owned by a family limited partnership, of which the reporting person is the general partner.

(2) The price represents the weighted average price of the shares sold. The shares were sold within a range of $68.01 to $68.095. 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.

(3) The price represents the weighted average price of the shares sold. The shares were sold within a range of $68.01 to $68.15. 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) The price represents the weighted average price of the shares sold. The shares were sold within a range of $68.25 to $68.27. 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.

(5) 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 July 15, 2017.

(6) Represents shares beneficially owned by a trust for the benefit of the reporting person's wife. The reporting person is the sole trustee of this trust and, as such, may be deemed the beneficial owner of these shares.

(7) Represents options which 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.
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