EQUITY RESIDENTIAL

Form 4

August 28, 2012

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

5. Relationship of Reporting Person(s) to

I

(4)

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Beneficial

Interest

(Print or Type Responses)

1. Name and Address of Reporting Person *

TUOMI FREDERICK C			Symbol EQUITY RESIDENTIAL [EQR] 3. Date of Earliest Transaction (Month/Day/Year) 08/24/2012				Is	Issuer (Check all applicable)					
(Last) (First) (Middle) TWO NORTH RIVERSIDE PLAZA, SUITE 400								(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Executive Vice President					
(Street) CHICAGO, IL 60606				4. If Amendment, Date Original Filed(Month/Day/Year)				A _j	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
	Common Shares Of Beneficial Interest	08/24/2012			S	5,000	D	\$ 61.0044 (1)	34,232 (2)	D			
	Common Shares Of Beneficial Interest	08/27/2012			S	10,000	D	\$ 61.1514	24,232 (2)	D			
	Common Shares Of								2,359.8963	ī	401(k)		

Plan

Edgar Filing: EQUITY RESIDENTIAL - Form 4

Common

Shares Of Beneficial 2,038.736 $\stackrel{(5)}{=}$ I SERP Account Interest

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.

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D			7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative	2		Securit	Securities	(Instr. 5)	Bene
					Securities	3	(Instr. 3 and 4)		Own		
					Acquired				Follo		
					(A) or						Repo
					Disposed						Trans
					of (D)				(Instr		
					(Instr. 3,						
					4, and 5)						
									Amount		
						ъ.	Б		or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TUOMI FREDERICK C TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606

Executive Vice President

Signatures

s/ By: Jane Matz, Attorney-in-fact 08/28/2012

**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).
- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$61.00 to \$61.01. The reporting (1) 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.

Reporting Owners 2

Edgar Filing: EQUITY RESIDENTIAL - Form 4

- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- The price represents the weighted average price of the shares sold. The shares were sold within a range of \$61.13 to \$61.17. The reporting (3) 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.
- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with (4) the Equity Residential Advantage 401(k) Retirement Savings Plan, a plan qualified under Section 401(k) of the Internal Revenue Code of
- (4) 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 13, 2012.
- (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.

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.