

EQUITY RESIDENTIAL  
Form 8-K  
December 29, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of Earliest Event Reported): December 29, 2011**

**EQUITY RESIDENTIAL**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**1-12252**  
(Commission  
File Number)

**13-3675988**  
(I.R.S. Employer  
Identification Number)

# ERP OPERATING LIMITED PARTNERSHIP

(Exact name of registrant as specified in its charter)

<b>Illinois</b> (State or other jurisdiction of incorporation or organization)	<b>0-24920</b> (Commission File Number)	<b>36-3894853</b> (I.R.S. Employer Identification Number)
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**Two North Riverside Plaza Suite 400,**

**Chicago, Illinois**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (312) 474-1300**

**60606**  
(Zip Code)

**Not applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2 below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14-d(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01 OTHER EVENTS.**

On December 29, 2011, in connection with the previously announced Interest Purchase Agreement among ERP Operating Limited Partnership (ERP ), a subsidiary and the operating partnership of Equity Residential, and certain affiliates of Bank of America Corp. and Barclays PLC (collectively, the Sellers ), ERP and Equity Residential issued a press release relating to Equity Residential and ERP 's petition to intervene in the proceedings between Lehman Brothers Holdings Inc. and the Sellers in the United States Bankruptcy Court for the Southern District of New York. The press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**Exhibit  
Number**

**Exhibit**

99.1            Press Release dated December 29, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EQUITY RESIDENTIAL**

Date: December 29, 2011

By: /s/ David J. Neithercut  
Name: David J. Neithercut  
Its: Chief Executive Officer

**ERP OPERATING LIMITED PARTNERSHIP**

Date: December 29, 2011

By: Equity Residential, its general partner  
  
By: /s/ David J. Neithercut  
Name: David J. Neithercut  
Its: Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit  
Number**

**Exhibit**

99.1      Press Release dated December 29, 2011.