

EQUITY RESIDENTIAL  
Form 4  
May 06, 2008

**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 \*  
STROHM BRUCE C

(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)  
05/02/2008

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)  
General Counsel/EVP

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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                      |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Shares of Beneficial Interest | 05/02/2008                           |  | S                              |   | 6,000 D \$ 43.5   | 127,363 <sup>(1)</sup>                                   | D   |
| Common Shares of Beneficial Interest | 05/02/2008                           |  | S                              |   | 4,700 D \$ 44   | 122,663 <sup>(1)</sup>                                   | D   |
| Common Shares of Beneficial Interest | 05/02/2008                           |  | S                              |   | 1,000 D \$ 44.0025  | 121,663 <sup>(1)</sup>                                   | D   |

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|  |            |   |       |   |            |                       |   |             |
|--|------------|---|-------|---|------------|-----------------------|---|-------------|
| Common Shares of Beneficial Interest             | 05/02/2008 | S | 842   | D | \$ 44.01   | 120,821 <u>(1)</u>    | D |             |
| Common Shares of Beneficial Interest             | 05/02/2008 | S | 200   | D | \$ 44.015  | 120,621 <u>(1)</u>    | D |             |
| Common Shares of Beneficial Interest             | 05/02/2008 | S | 900   | D | \$ 44.02   | 119,721 <u>(1)</u>    | D |             |
| Common Shares of Beneficial Interest             | 05/02/2008 | S | 600   | D | \$ 44.025  | 119,121 <u>(1)</u>    | D |             |
| Common Shares of Beneficial Interest             | 05/02/2008 | S | 300   | D | \$ 44.0275 | 118,821 <u>(1)</u>    | D |             |
| Common Shares of Beneficial Interest             | 05/02/2008 | S | 1,300 | D | \$ 44.03   | 117,521 <u>(1)</u>    | D |             |
| Common Shares of Beneficial Interest             | 05/02/2008 | S | 700   | D | \$ 44.035  | 116,821 <u>(1)</u>    | D |             |
| Common Shares of Beneficial Interest             | 05/02/2008 | S | 3,000 | D | \$ 44.04   | 113,821 <u>(1)</u>    | D |             |
| Series C Preferred Shares of Beneficial Interest |            |   |       |   |            | 2,400                 | D |             |
| Common Shares of Beneficial Interest             |            |   |       |   |            | 1,968.2006 <u>(2)</u> | I | 401(k) Plan |
| Common Shares of Beneficial Interest             |            |   |       |   |            | 4,000 <u>(3)</u>      | I | Custodian   |

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Common Shares of Beneficial Interest 143,185.5584 (4) I SERP Account

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)

Table with 10 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4). Includes sub-columns for Date Exercisable, Expiration Date, Title, Amount or Number of Shares, and Code V (A) (D).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Includes Reporting Owner: STROHM BRUCE C, TWO NORTH RIVERSIDE PLAZA, SUITE 400, CHICAGO, IL 60606. Relationships: Director, 10% Owner, Officer, Other. Relationship specified: General Counsel/EVP.

Signatures

By: Yasmina Duwe, Attorney-in-fact 05/06/2008

\*\*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) Direct total includes restricted shares of the Company scheduled to vest in the future.
(2) 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

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1986, as amended. Such shares represent acquisitions through April 14, 2008.

- (3) Shares reported herein are beneficially owned by Mr. Strohm, not individually, but as custodian for his minor children. Mr. Strohm disclaims beneficial ownership of such shares.
- (4) Represents shares owned by AST 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.

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