

EQUITY RESIDENTIAL
Form 4
March 02, 2005

FORM 4

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

OMB APPROVAL

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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 *
DUNCAN BRUCE W

(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)
02/28/2005

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)
President and Chief Executive

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 | | | | (A) or (D) | Price | | |
| Common Shares of Beneficial Interest | 02/28/2005 | | A | 3,585 | A \$ 27.89 | 17,079 ⁽²⁾ | I SERP Account |
| Common Shares of Beneficial Interest | | | | | | 192,835 ⁽¹⁾ | D |

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

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SEC 1474 (9-02)

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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 Number Shares |
| Non-Qualified Stock Option (right to buy) | \$ 23.55 | | | | | 02/07/2004 | 02/07/2013 | Common Shares of Beneficial Interest | 168,8 |
| Non-Qualified Stock Option (right to buy) | \$ 28.98 | | | | | 09/14/2002 | 03/14/2012 | Common Shares of Beneficial Interest | 4,000 |
| Non-Qualified Stock Option (right to buy) | \$ 28.98 | | | | | 03/18/2003 | 03/18/2012 | Common Shares of Beneficial Interest | 41,360 |
| Non-Qualified Stock Option (right to buy) | \$ 29.25 | | | | | 01/27/2004 | 01/27/2014 | Common Shares of Beneficial Interest | 283,400 |
| Non-Qualified Stock Option (right to buy) | \$ 31.76 | | | | | 02/03/2005 | 02/03/2015 | Common Shares of Beneficial Interest | 330,500 |
| Operating Partnership Units | \$ 0 | | | | | 03/14/2002 | 08/08/1988 | Common Shares of Beneficial Interest | 44,790 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

DUNCAN BRUCE W
TWO NORTH RIVERSIDE PLAZA, SUITE 400 X President and Chief Executive
CHICAGO, IL 60606

Signatures

Bruce W
Duncan 03/02/2005

**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) Shares reported on this line are owned directly and are subject to vesting.
- (2) Shares reported herein are owned by The Security Trust Company, as Trustee of the Equity Residential Supplemental Retirement Plan for the benefit of the Reporting Person.
- (3) 56,273 share options reported herein will become exercisable on February 7, 2004; 56,273 share options will become exercisable on February 7, 2005; and 56,274 share options will become exercisable on February 7, 2006.
- (4) 1,333 share options reported herein are currently exercisable; 1,334 share options will become exercisable on March 14, 2003; and 1,333 share options will become exercisable on March 14, 2004.
- (5) 13,787 share options reported herein will become exercisable on March 14, 2003; 13,787 share options will become exercisable on March 14, 2004; and 13,787 share options will become exercisable on March 14, 2005.
- (6) Share options reported on this line will become exercisable in three equal installments on January 27, 2005; January 27, 2006 and January 27, 2007.
- (7) Share options reported on this line will become exercisable in three equal installments on February 3, 2006; February 3, 2007 and February 3, 2008.
- (8) OP Units reported herein are indirectly held by Mr. Duncan in the Bruce W. Duncan Revocable Trust under trust agreement dated July 29, 1993.

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.