

EQUITY RESIDENTIAL
Form 4/A
February 07, 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 *
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)

01/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
02/07/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | 01/31/2006 | | A ⁽¹⁾ | | 5,432 | A | \$ 39.99 |
| Common Shares of Beneficial Interest | 02/03/2006 | | A ⁽³⁾ | | 36,974 | A | \$ 42.8 |
| Common Shares of Beneficial Interest | | | | | 2,874 ⁽⁴⁾ | I | Limited Partnership |

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| | | | | | | | | |
|---|------------|---|-------|---|-------------|------------------------|---|-----------------|
| Common Shares of Beneficial Interest | 01/31/2006 | A | 5,431 | A | \$ 39.99 | 130,916 ⁽⁵⁾ | I | SERP Account |
|---|------------|---|-------|---|-------------|------------------------|---|-----------------|

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

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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 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 Am Underlying Secu (Instr. 3 and 4) |
|---|---|---|---|---|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 20.0938 | | | | | 01/18/2000 01/18/2009 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 21.0625 | | | | | 01/24/2001 01/24/2010 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 23.55 | | | | | 02/07/2004 02/07/2013 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 25.3438 | | | | | 01/07/2001 01/07/2008 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 25.844 | | | | | 01/18/2002 01/18/2011 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 27.2 | | | | | 01/16/2003 01/16/2012 | Common Shares of Beneficial Interest |

| | | | | | | | |
|---|----------|------------|---|---------|------------|------------|---|
| Non-Qualified Stock Option (right to buy) | \$ 27.6 | | | | 07/11/2002 | 07/11/2011 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 29.25 | | | | 01/27/2004 | 01/27/2014 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 31.76 | | | | 02/03/2005 | 02/03/2015 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 42.8 | 02/03/2006 | A | 125,003 | 02/03/2007 | 02/03/2017 | Common Shares of Beneficial Interest |

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

Yasmina Duwe,
Attorney-in-fact

02/07/2008

**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) The restricted shares reported in this grant are scheduled to vest in two equal installments on January 3, 2007 and January 3, 2008.
Shares reported on this line are owned directly and some of the shares (including the shares which are subject to the grant award reported herein) are subject to vesting. The original Form 4 filed on February 7, 2006 incorrectly decreased the total in this column by 5,431 shares and incorrectly increased the total shares indirectly owned by the Reporting Person in his SERP Account by 5,431 shares.
- (2) Shares reported on this line are owned directly and some of the shares (including the shares which are subject to the grant award reported herein) are subject to vesting. The original Form 4 filed on February 7, 2006 incorrectly decreased the total in this column by 5,431 shares and incorrectly increased the total shares indirectly owned by the Reporting Person in his SERP Account by 5,431 shares.
- (3) The restricted shares reported in this grant are scheduled to vest on February 3, 2009.
- (4) Shares reported on this line are beneficially owned by the Benemi Partners, L.P., of which Mr. Neithercut is the general partner.
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. The original Form 4 filed on February 7, 2006 incorrectly increased the total in this column by 5,431 shares and incorrectly decreased the total shares directly owned by the Reporting Person by 5,431 shares.
- (5) Share options reported on this line are fully exercisable.
- (6) Share options reported on this line are fully exercisable.
- (7)
- (8)

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33,662 share options reported herein will become exercisable on February 7, 2004; 33,662 share options will become exercisable on February 7, 2005; 33,663 share options will become exercisable on February 7, 2006.

- (9) Share options reported on this line are fully exercisable.
- (10) 45,136 share options reported herein are currently exercisable and 22,568 share options will become exercisable on January 18, 2004.
- (11) 26,655 share options reported herein are currently exercisable; 26,655 share options will become exercisable on January 16, 2004; and 26,655 share options will become exercisable on January 16, 2005.
- (12) One-third of the share options reported on this line are exercisable; one-third will become exercisable on July 11, 2003; and one-third will become exercisable on July 11, 2004.
- (13) Share options reported on this line will become exercisable in three equal installments on January 27, 2005, January 27, 2006 and January 27, 2007.
- (14) Share options reported on this line will become exercisable in three equal installments on February 3, 2006, February 3, 2007 and February 3, 2008.
- (15) Share options reported on this line become exercisable in three equal installments on February 3, 2007, February 3, 2008 and February 3, 2009.

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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