EQUITY RESIDENTIAL

Form 4 June 13, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Washington, D.C. 20549 Number:

January 31, Expires: 2005

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0.5

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SPECTOR C	GERALD A	Symbol FOLUTY	Z RESIDI	ENTIAL.	(EO	R1	Issuer		
(Last) TWO NORT PLAZA, SU	iddle) 3. Date of (Month/Da	EQUITY RESIDENTIAL [EQR] 3. Date of Earliest Transaction (Month/Day/Year) 06/12/2014			(Check all applicable) _X Director 10% Owner Officer (give titleX Other (specify below) Vice Chairman				
CHICAGO,	(Street) IL 60606		4. If Amendment, Date Original Filed(Month/Day/Year)			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) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or))	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	06/12/2014		A	979 (1)	A	\$ 0	273,121.3667 (2)	D	
Common Shares Of Beneficial Interest							3,472 (3)	I	Children
Common Shares Of Beneficial Interest							27,500 (4)	I	Family Trust

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Common Shares Of Beneficial Interest	25,015 <u>(5)</u>	I	Family Trust
Common Shares Of Beneficial Interest	57,187 <u>(6)</u>	I	Spouse

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.

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Y	te	7. Title and A Underlying So (Instr. 3 and 4	ecuriti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Non-qualified Stock Option (Right to Buy)	\$ 61.25	06/12/2014		A	5,523 (7)	06/12/2015	06/12/2024	Common Shares Of Beneficial Interest	5,5

Reporting Owners

Attorney-in-fact

Reporting Owner Name / Address	Relationships						
copound of the contract of the	Director	10% Owner	Officer	Other			
SPECTOR GERALD A TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	X			Vice Chairman			
Signatures							
s/ By: Jane Matz, 06/13/2014							

**Signature of Reporting Person Date

Reporting Owners 2

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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) Represents restricted shares granted for prospective service from the 2014 Annual Meeting of Shareholders to the 2015 Annual Meeting of Shareholders which are scheduled to vest on June 12, 2015.
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future. 27,500 shares that were previously reported as being directly held were transferred to Concord Lane Trust.
- (3) Represents shares beneficially owned by Mr. Spector as custodian for his minor children. Mr. Spector disclaims beneficial ownership of said shares.
- (4) Represents shares beneficially owned by the Concord Lane Trust. Mr. Spector disclaims beneficial ownership of said shares except to the extent of his pecuniary interest therein.
- (5) Represents shares held by the Spector Family Dynasty Trust (the "SFDT"). Mr. Spector is the sole trustee of the SFDT and, as such, may be deemed the beneficial owner of the shares reported herein.
- (6) Represents shares beneficially owned by Mr. Spector's spouse. Mr. Spector disclaims beneficial ownership of said shares except to the extent of his pecuniary interest therein.
- (7) Represents options granted for prospective service from the 2014 Annual Meeting of Shareholders to the 2015 Annual Meeting of Shareholders.

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.