

EQUITY RESIDENTIAL
Form 5
February 09, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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)
President & CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares Of Beneficial Interest	11/21/2008	Â	G	22,200 D \$ 0	184,727 ⁽¹⁾	D	Â
Common Shares Of Beneficial Interest	11/21/2008	Â	G	22,200 A \$ 0	22,200 ⁽²⁾	I	Trust (fbo wife)
	12/04/2008	Â	G	755 D \$ 0	11,091 ⁽³⁾	I	

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Common Shares Of Beneficial Interest										Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	12/04/2008	Â	G	755	A	\$ 0	185,482 ⁽¹⁾	D	Â	
Common Shares Of Beneficial Interest	12/04/2008	Â	G	755	A	\$ 0	186,237 ⁽¹⁾	D	Â	
Common Shares Of Beneficial Interest	12/04/2008	Â	G	755	D	\$ 0	11,091 ⁽⁴⁾	I		Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	12/10/2008	Â	G	16	D	\$ 0	11,075 ⁽³⁾	I		Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	12/10/2008	Â	G	16	A	\$ 0	186,253 ⁽¹⁾	D	Â	
Common Shares Of Beneficial Interest	12/10/2008	Â	G	16	A	\$ 0	186,269 ⁽¹⁾	D	Â	
Common Shares Of Beneficial Interest	12/10/2008	Â	G	16	D	\$ 0	11,075 ⁽⁴⁾	I		Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	12/12/2008	Â	G	56	A	\$ 0	11,131 ⁽³⁾	I		Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	12/12/2008	Â	G	56	D	\$ 0	186,213 ⁽¹⁾	D	Â	
Common Shares Of Beneficial Interest	12/12/2008	Â	G	56	D	\$ 0	186,157 ⁽¹⁾	D	Â	
	12/12/2008	Â	G	56	A	\$ 0	11,131 ⁽⁴⁾	I		

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Common Shares Of Beneficial Interest										Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	12/19/2008	Â	G	11,099	A	\$ 0	22,230 ⁽³⁾	I		Grantor Trust (fbo daughter)
Common Shares Of Beneficial Interest	12/19/2008	Â	G	11,099	D	\$ 0	11,101 ⁽²⁾	I		Trust (fbo wife)
Common Shares Of Beneficial Interest	12/19/2008	Â	G	11,099	D	\$ 0	2 ⁽²⁾	I		Trust (fbo wife)
Common Shares Of Beneficial Interest	12/19/2008	Â	G	11,099	A	\$ 0	22,230 ⁽⁴⁾	I		Grantor Trust (fbo son)
Common Shares Of Beneficial Interest	Â	Â	Â	Â	Â	Â	2,013.884 ⁽⁵⁾	I		401(k) Plan
Common Shares Of Beneficial Interest	Â	Â	Â	Â	Â	Â	2,874 ⁽⁶⁾	I		Family Limited Partnership
Common Shares Of Beneficial Interest	Â	Â	Â	Â	Â	Â	140,465.5595 ⁽⁷⁾	I		SERP Account

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

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SEC 2270 (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)	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. of D S B O E I S F
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(Instr. 3,
4, and 5)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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	X	X	President & CEO

Signatures

s/ By: Yasmina Duwe, 02/09/2009
 Attorney-in-fact

__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.
 Represents shares beneficially owned by a trust for the benefit of the reporting person's wife. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (2) Represents shares beneficially owned by a trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) Represents shares beneficially owned by a trust for the benefit of the reporting person's son. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (4) 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 1986, as amended. Such shares represent acquisitions through October 31, 2009.
- (5) Represents shares beneficially owned by a family limited partnership, of which the reporting person is the general partner.
- (6) 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 provided 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.