

Fenster Scott  
Form 3  
January 04, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Fenster Scott		(Month/Day/Year)	EQUITY RESIDENTIAL [EQR]	
(Last)	(First)	01/01/2018	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
TWO NORTH RIVERSIDE PLAZA, SUITE 400			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CHICAGO, IL 60606			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			EVP & General Counsel	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares Of Beneficial Interest	9,528 <sup>(1)</sup>	D	∆
Common Shares Of Beneficial Interest	261 <sup>(2)</sup>	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-qualified Stock Option (Right to Buy)	Â <u>(3)</u>	02/05/2020	Common Shares Of Beneficial Interest	500	\$ 28.1	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(4)</u>	02/07/2021	Common Shares Of Beneficial Interest	2,477	\$ 45.78	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(5)</u>	02/03/2022	Common Shares Of Beneficial Interest	4,118	\$ 51.34	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(6)</u>	02/07/2023	Common Shares Of Beneficial Interest	3,763	\$ 46.72	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(7)</u>	02/06/2024	Common Shares Of Beneficial Interest	3,512	\$ 48.13	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(8)</u>	02/05/2025	Common Shares Of Beneficial Interest	2,986	\$ 68.4	D	Â
Non-qualified Stock Option (Right to Buy)	Â <u>(9)</u>	02/02/2027	Common Shares Of Beneficial Interest	15,957	\$ 60.76	D	Â
Restricted Units	Â <u>(10)</u>	02/05/2025	Common Shares Of Beneficial Interest	1,819	\$ <u>(11)</u>	D	Â
Restricted Units	Â <u>(12)</u>	02/04/2026	Common Shares Of Beneficial Interest	668	\$ <u>(13)</u>	D	Â
Operating Partnership Units	Â <u>(14)</u>	Â <u>(15)</u>	Common Shares Of Beneficial Interest	9,238	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenster Scott TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	Â	Â	Â EVP & General Counsel	Â

## Signatures

s/ By: Jane Matz,  
Attorney-in-fact

01/04/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Equity Residential (the "Company") scheduled to vest in the future.  
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.
- (2) Represents share options which vested on February 5, 2013.
- (3) Represents share options which vested in approximately three equal installments on February 7, 2012, February 7, 2013 and February 7, 2014.
- (4) Represents share options which vested in approximately three equal installments on February 3, 2013, February 3, 2014 and February 3, 2015.
- (5) Represents share options which vested in approximately three equal installments on February 7, 2014, February 7, 2015 and February 7, 2016.
- (6) Represents share options which vested in approximately three equal installments on February 6, 2015, February 6, 2016 and February 6, 2017.
- (7) Represents share options scheduled to vest in approximately three equal installments on February 5, 2016, February 5, 2017 and February 5, 2018.
- (8) Represents share options scheduled to vest in three equal installments on February 2, 2018, February 2, 2019 and February 2, 2020.
- (9) The Restricted Units vested on February 5, 2015, the date of the grant, and remained subject to a two year hold until February 5, 2017.  
On February 5, 2015, the reporting person elected to receive a grant of restricted limited partnership interests ("Restricted Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of the Company, known as the "Series 2015B" Restricted Units, in connection with all or a portion of their performance bonus. Restricted Units are a class of partnership interest that automatically convert into an equal number of limited partnership interests of the Operating Partnership ("OP Units") when the capital account related to the Restricted Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to any vesting requirements of the grant and certain other restrictions, OP Units are exchangeable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. The Restricted Units reflected in this report also include any OP Units into which such Restricted Units automatically convert.
- (10) The Restricted Units are scheduled to vest on February 4, 2019.
- (11) On February 4, 2016, the reporting person received a grant of Restricted Units in the Operating Partnership, known as the "Series 2016B" Restricted Units, in lieu of restricted shares of the Company as part of the Company's annual grant of long-term compensation. Restricted Units are a class of partnership interest that automatically convert into an equal number of OP Units when the capital account related to the Restricted Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to any vesting requirements of the grant and certain other restrictions, OP Units are exchangeable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. The Restricted Units

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reflected in this report also include any OP Units into which such Restricted Units automatically convert.

- (14) The OP Units reflected in this report are Restricted Units which have automatically converted to OP Units per their terms. 7,653 OP Units are fully vested, transferable and can be exchanged by the holder for common shares of the Company on a one-for-one basis or, at the Company's option, for the cash value of such shares. The remaining 1,585 OP Units remain subject to a two year hold until February 2, 2019 and are scheduled to vest on February 2, 2020.

- (15) The OP Units do not have an expiration date.

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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