### Edgar Filing: DUNCAN BRUCE W - Form 4

DUNCAN BI	RUCE W										
Form 4 January 05, 20	006										
FORM	Л									OMB AI	PPROVAL
	■ UNITED S	FATES						GE C	OMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue					hington, D.C. 20549 GES IN BENEFICIAL OWNERSHIP OF SECURITIES 5(a) of the Securities Exchange Act of 1934, ility Holding Company Act of 1935 or Section restment Company Act of 1940					Expires: Estimated a burden hou response	rs per
1(b).											
(Print or Type R	esponses)										
1. Name and Ac DUNCAN B	ldress of Reporting Pe RUCE W	erson <u>*</u>	2. Issuer Symbol EQUITY			Ticker or Ti	-	]	5. Relationship of Issuer		
(Last)	(First) (Mi	ddle)	3. Date of 1			_			(Chec	k all applicable	e)
TWO NORTH RIVERSIDE(Month/Da01/02/20PLAZA, SUITE 400			nth/Day/Year) )2/2006					X_ Director 10% Owner X_ Officer (give title Other (specify below) Chief Executive Officer			
(Street) 4. If Amen			Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(Mont CHICAGO, IL 60606				nth/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Z	(ip)	Table	I - Nor	1-Dei	rivative Se	curiti	es Aca	uired, Disposed of	. or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any			3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)				quired of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Shares of Beneficial Interest	01/02/2006			A <u>(1)</u>		17,239	A	\$0	210,074 (2)	D	
Common Shares of Beneficial Interest	01/02/2006			A <u>(1)</u>		72,524	A	\$ 0	282,598 <u>(2)</u>	D	
Common Shares of Beneficial Interest	01/02/2006			A <u>(1)</u>		15,828	A	\$ 0	32,907 <u>(3)</u>	I	SERP Account

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Common Shares of Beneficial Interest	01/02/2006	A <u>(1)</u>	6,985	A	\$0	39,892 <u>(3)</u>	I	SERP Account
Common Shares of Beneficial Interest	01/02/2006	A <u>(1)</u>	15,470	A	\$ 0	55,362 <u>(3)</u>	Ι	SERP Account
Common Shares of Beneficial Interest	01/02/2006	A <u>(1)</u>	17,632	А	\$ 0	72,994 <u>(3)</u>	Ι	SERP Account

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sect (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title 1
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)	\$ 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)	\$ 39.99	01/02/2006		А	247,25	4	01/03/2006	01/03/2016	Common Shares of Beneficial Interest

Non-Qualified Stock Option (right to buy)	\$ 39.99	01/02/2006	А	42,614	01/02/2006	01/02/2016	Common Shares of Beneficial Interest
Operating Partnership Units	\$ 0				03/14/2002	08/08/1988	Common Shares of Beneficial Interest

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships							
		Director	10% Owner	Officer	Other				
DUNCAN BRUCE W TWO NORTH RIVERSIDE PLAZA, SUITE CHICAGO, IL 60606	400	X		Chief Executive Officer					
Signatures									
By: Barbara Shuman, Attorney-in-fact	1/05/20	06							

\*\*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).
- (7) Share options reported on this line are fully exercisable.
- (9) OP Units reported herein are indirectly held by Mr. Duncan in the Bruce W. Duncan Revocable Trust under trust agreement dated July 29, 1993.
- (8) Share options reported on this line are fully exercisable.
- (1) Restricted shares awarded on January 2, 2006 and vested in full as of January 3, 2006.
- (4) Share options reported on this line are fully exercisable.
- (3) 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.
- Included in Mr. Duncan's directly held shares are 183,763 restricted shares which were previously reported on Form 4s to reflect the
  (2) following grants: Frebruary 7, 2003 for 35,644; January 27, 2004 for 65,705 and February 3, 2005 for 82,414. The 183,763 restricted shares have vested in full as of December 31, 2005.
- (5) Share options reported on this line are fully exercisable.
- (6) Share options reported on this line are fully exercisable.

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.