

EQUITY RESIDENTIAL  
Form 4  
February 06, 2017

**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)  
01/19/2017

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 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)			
Operating Partnership Units	\$ 0	01/19/2017	G	V		200	<u>(1)</u>	<u>(1)</u>	Common Shares Of Beneficial Interest
Operating Partnership Units	\$ 0	01/19/2017	G	V	200		<u>(1)</u>	<u>(1)</u>	Common Shares Of Beneficial Interest
Operating Partnership Units	\$ 0	01/19/2017	G	V		200	<u>(1)</u>	<u>(1)</u>	Common Shares Of Beneficial Interest
Operating Partnership Units	\$ 0	01/19/2017	G	V	200		<u>(1)</u>	<u>(1)</u>	Common Shares Of Beneficial Interest
Non-qualified Stock Option (Right to Buy)	\$ 60.76	02/02/2017	A		237,593		<u>(4)</u>	02/02/2027	Common Shares Of Beneficial Interest
Non-qualified Stock Option (Right to Buy)	\$ 60.76	02/02/2017	A		237,593		<u>(5)</u>	02/02/2027	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

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

02/06/2017

\_\_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 OP Units reflected in this report are previously reported Restricted Units which have automatically converted to OP Units per their terms. The OP Units do not expire and are fully vested, transferable and can be exchanged by the holder for common shares of Equity Residential (the "Company") on a one-for-one basis or, at the Company's option, for the cash value of such shares.
- (2) Represents OP Units beneficially owned by grantor retained annuity trusts for the benefit of the reporting person's son. The inclusion of these OP Units 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 OP Units beneficially owned by grantor retained annuity trusts for the benefit of the reporting person's daughter. The inclusion of these OP Units 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 share options scheduled to vest in approximately three equal installments on February 2, 2018, February 2, 2019 and February 2, 2020.
- (5) The reporting person received a grant of options as an alternative to cash in connection with all or a portion of their performance bonus. The options vested on February 2, 2017, the date of the grant.

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.