

STROHM BRUCE C

Form 4

February 07, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STROHM BRUCE C

(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)
01/31/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

General Counsel/EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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	01/31/2006		A ⁽¹⁾	3,918 A	\$ 39.99 72,098 ⁽²⁾	D	
Common Shares of Beneficial Interest	02/03/2006		A ⁽³⁾	9,900 A	\$ 42.8 81,998 ⁽²⁾	D	
Series C Preferred Shares of Beneficial					2,400	D	

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Interest

Common
Shares of
Beneficial
Interest

4,000 ⁽⁴⁾

I

Custodian

Common
Shares of
Beneficial
Interest

01/31/2006

A

3,918 A

\$
39.99

129,447 ⁽⁵⁾

I

SERP
Account

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 (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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 23.55							02/07/2004	02/07/2013	Common Shares of Beneficial Interest	2
Non-Qualified Stock Option (right to buy)	\$ 27.2							01/16/2003	01/16/2012	Common Shares of Beneficial Interest	5
Non-Qualified Stock Option (right to buy)	\$ 27.6							07/11/2002	07/11/2011	Common Shares of Beneficial Interest	6
Non-Qualified Stock Option (right to buy)	\$ 29.25							01/27/2004	01/27/2014	Common Shares of Beneficial Interest	6
	\$ 31.76							02/03/2005	02/03/2015		5

Non-Qualified
Stock Option
(right to buy)

Common
Shares of
Beneficial
Interest

Non-Qualified
Stock Option
(right to buy)

\$ 42.8

02/03/2006

A

33,478

02/03/2007

02/03/2017

Common
Shares of
Beneficial
Interest

3

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STROHM BRUCE C
TWO NORTH RIVERSIDE PLAZA, SUITE 400
CHICAGO, IL 60606

General Counsel/EVP

Signatures

By: Barbara Shuman,
Attorney-in-fact

02/07/2006

__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 will become exercisable in three equal installments on January 16, 2003; January 16, 2004 and January 16, 2005. NOTE: The share options on this line were previously reported as being held indirectly by Mr. Strohm in the Bruce Strohm Revocable Trust dated May 12, 1993, but are now held directly by Mr. Strohm.
- (4) Shares reported herein are beneficially owned by Mr. Strohm, not individually, but as custodian for his minor children. Mr. Strohm disclaims beneficial ownership of such shares.
- (11) Share options reported on this line become exercisable in three equal installments on February 3, 2007, February 3, 2008 and February 3, 2009.
- (5) Shares reported on this line are owned by The Security Trust Company, as Trustee of the Equity Residential Supplemental Retirement Plan for the benefit of Mr. Strohm.
- (3) The Restricted shares reported in this grant are scheduled to vest on February 3, 2009.
- (6) Share Options on this line will become exercisable in three equal installments on February 7, 2004; February 7, 2005 and February 7, 2006. NOTE: The share options on this line were previously reported as being held indirectly by Mr. Strohm in the Bruce Strohm Revocable Trust dated May 12, 1993, but are now held directly by Mr. Strohm.
- (1) The Restricted shares reported in this grant are scheduled to vest in two equal installments on January 3, 2007 and January 3, 2008.
- (8) Share options reported on this line became exercisable in three equal installments on July 11, 2002; July 11, 2003 and July 11, 2004. NOTE: The shares on this line were previously reported as being held indirectly by Mr. Strohm in the Bruce Strohm Revocable Trust May 12, 1993, but are now held directly by Mr. Strohm.
- (9) Share options reported on this line will become exercisable in three equal installments on January 27, 2005; January 27, 2006 and January 27, 2007.
- (10) Share options reported on this line will become exercisable in three equal installments on February 3, 2006; February 3, 2007 and February 3, 2008.

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(2) Shares reported on this line are owned directly and some of the shares are subject to vesting.

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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