

EQUITY RESIDENTIAL
Form 4
March 09, 2007

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KNOX BOONE A

(Last) (First) (Middle)

THE KNOX FOUNDATION /
KNOX, LTD., 3133 WASHINGTON
ROAD, N.W.

(Street)

THOMSON, GA 30824

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EQUITY RESIDENTIAL [EQR]

3. Date of Earliest Transaction
(Month/Day/Year)

03/07/2007

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)

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 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	03/07/2007		M	10,000 A	\$ 22.9688 191,464.3027 (1)	D	
Common Shares of Beneficial Interest	03/07/2007		M	10,000 A	\$ 23.375 201,464.3027 (1)	D	
Common Shares of Beneficial	03/07/2007		M	10,000 A	\$ 25.865 211,464.3027 (1)	D	

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Interest				
Common Shares of Beneficial Interest	6,774 ⁽²⁾	I		BT Investments
Common Shares of Beneficial Interest	848 ⁽³⁾	I		Custodian
Common Shares of Beneficial Interest	335,892 ⁽⁴⁾	I		Folkstone
Common Shares of Beneficial Interest	359,678 ⁽⁵⁾	I		Knox Foundation
Common Shares of Beneficial Interest	2,347,898 ⁽⁶⁾	I		Knox, Ltd.
Common Shares of Beneficial Interest	11,457.8 ⁽⁷⁾	I		SERP Account
Common Shares of Beneficial Interest	144,298 ⁽⁸⁾	I		Sister-In-Law
Common Shares of Beneficial Interest	6,228 ⁽⁹⁾	I		Spouse

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.

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Code	V	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An or No of
					(A)	(D)				
Non-Qualified Stock Option (right to buy)	\$ 22.9688	03/07/2007	M			10,000	11/16/2000	05/16/2010	Common Shares of Beneficial Interest	1
Non-Qualified Stock Option (right to buy)	\$ 23.375	03/07/2007	M			10,000	05/17/2001	05/17/2009	Common Shares of Beneficial Interest	1
Non-Qualified Stock Option (right to buy)	\$ 25.865	03/07/2007	M			10,000	11/15/2001	05/15/2011	Common Shares of Beneficial Interest	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNOX BOONE A THE KNOX FOUNDATION / KNOX, LTD. 3133 WASHINGTON ROAD, N.W. THOMSON, GA 30824	X			

Signatures

By: Yasmina Duwe,
Attorney-in-fact 03/09/2007

__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).
- (4) Shares reported herein are beneficially owned by Folkstone Limited Partnership (FLP). Mr. Knox is a general partner of FLP. Mr. Knox disclaims beneficial ownership of the shares owned by FLP except to the extent of his pecuniary interest therein.
- (6) Shares reported herein are beneficially owned by Knox, Ltd.. Mr. Knox is the general partner of Knox, Ltd.. Mr. Knox disclaims beneficial ownership of the shares owned by Knox, Ltd. except to the extent of his pecuniary interest therein.
- (9) Shares reported herein are beneficially owned by Mr. Knox's spouse. Mr. Knox disclaims beneficial ownership of these shares and this report not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (11) Share options reported on this line are fully exercisable.
- (2)

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Shares reported herein are beneficially owned by BT Investments, a Georgia general partnership. Mr. Knox is managing partner of BT Investments. Mr. Knox disclaims beneficial ownership of the shares owned by BT Investments except to the extent of his pecuniary interest therein.

- (1) Direct total includes restricted shares.
- (10) Share options reported on this line are fully exercisable.
- (7) Shares reported herein are owned by the AST Trust Company, as Trustee of the Equity Residential Supplemental Retirement Plan for the benefit of the reporting person and were acquired through Equity Residential's Employee Share Purchase Plan.
Shares reported herein are beneficially owned by the Knox Foundation, a charitable trust. Mr. Knox is trustee of the Knox Foundation.
- (5) Mr. Knox disclaims beneficial ownership of these shares and this report shall not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
Shares reported herein are beneficially owned by Mr. Knox, not individually, but as custodian for his neice and nephew. Mr. Knox disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (3) Shares reported herein are beneficially owned by Mr. Knox's sister-in-law, over which he has investment authority. Mr. Knox disclaims beneficial ownership of these shares and this report shall not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
- (8) Shares reported herein are beneficially owned by Mr. Knox's sister-in-law, over which he has investment authority. Mr. Knox disclaims beneficial ownership of these shares and this report shall not be deemed an admission that Mr. Knox is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
- (12) 6,668 share options reported herein are currently exercisable; and 3,332 share options will become exercisable on May 15, 2003.

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.