

NEITHERCUT DAVID J
Form 4
August 25, 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

2. Issuer Name and Ticker or Trading Symbol
EQUITY RESIDENTIAL [EQR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TWO NORTH RIVERSIDE
PLAZA, SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)			
			Code	V	Amount	(D)	Price			
Common Shares Of Beneficial Interest	08/23/2017		M		49,369	A	\$ 19.67	52,243 ⁽¹⁾	I	Family Limited Partnership
Common Shares Of Beneficial Interest	08/23/2017		S		49,369	D	\$ 68.024 ⁽²⁾	2,874 ⁽¹⁾	I	Family Limited Partnership
Common Shares Of Beneficial Interest	08/24/2017		M		631	A	\$ 19.67	3,505 ⁽¹⁾	I	Family Limited Partnership

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Common Shares Of Beneficial Interest	08/24/2017	S	631	D	\$ 68.099 (3)	2,874 (1)	I	Family Limited Partnership
Common Shares Of Beneficial Interest	08/24/2017	M	25,000	A	\$ 19.67	27,874 (1)	I	Family Limited Partnership
Common Shares Of Beneficial Interest	08/24/2017	S	25,000	D	\$ 68.26 (4)	2,874 (1)	I	Family Limited Partnership
Common Shares Of Beneficial Interest						3,206 (5)	I	401(k) Plan
Common Shares Of Beneficial Interest						118,502 (6)	I	Trust I
Common Shares Of Beneficial Interest						26,600 (6)	I	Trust III

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 19.67	08/23/2017		M	49,369	(7) 02/06/2019	Common Shares Of Beneficial	49,

								Interest
Non-qualified Stock Option (Right to Buy)	\$ 19.67	08/24/2017	M	631	(7)	02/06/2019		Common Shares Of Beneficial Interest
Non-qualified Stock Option (Right to Buy)	\$ 19.67	08/24/2017	M	25,000	(7)	02/06/2019		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

08/25/2017

__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) Represents shares beneficially owned by a family limited partnership, of which the reporting person is the general partner.
The price represents the weighted average price of the shares sold. The shares were sold within a range of \$68.01 to \$68.095. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$68.01 to \$68.15. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$68.25 to \$68.27. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) 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. Such shares represent acquisitions through July 15, 2017.
- (5) Represents shares beneficially owned by a trust for the benefit of the reporting person's wife. The reporting person is the sole trustee of this trust and, as such, may be deemed the beneficial owner of these shares.
- (6) Represents options which vested in approximately three equal installments on February 6, 2010, February 6, 2011 and February 6, 2012.

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.