

EQUITY RESIDENTIAL  
Form 8-K  
January 26, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): January 26, 2010**

**EQUITY RESIDENTIAL**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or other jurisdiction  
of incorporation or organization)

**1-12252**  
(Commission  
File Number)

**13-3675988**  
(I.R.S. Employer  
Identification Number)

# ERP OPERATING LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

<b>Illinois</b> (State or other jurisdiction of incorporation or organization)	<b>0-24920</b> (Commission File Number) <b>Two North Riverside Plaza, Suite 400</b>	<b>36-3894853</b> (I.R.S. Employer Identification Number)
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**Chicago, Illinois 60606**  
(Address of principal executive offices)

**Registrant's telephone number: (312) 474-1300**

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

- (d) The Board of Trustees of Equity Residential (the Company ) appointed Mark Shapiro as a Trustee of the Company s Board of Trustees effective as of January 26, 2010, increasing the size of its board from 10 to 11. The Board also appointed Mr. Shapiro to serve on the Audit Committee. The Board has determined that Mr. Shapiro is independent of the Company and its management within the meaning of the New York Stock Exchange listing standards.

As a non-employee Trustee, Mr. Shapiro will receive the same compensation as other non-employee trustees, which is described in the section entitled Trustee Compensation in the Company s Proxy Statement filed with the Securities and Exchange Commission (the SEC ) on April 16, 2009. The Company entered into an Indemnification Agreement with Mr. Shapiro in the same form that the Company has entered into with its other trustees and executive officers. The form of the Indemnification Agreement was filed as Exhibit 10.18 to the Company s Form 10-K for the year ended December 31, 2003, filed with the SEC on March 12, 2004.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EQUITY RESIDENTIAL**

Date: January 26, 2010

By: /s/ YASMINA DUWE  
Name: **Yasmina Duwe**  
Its: **Senior Vice President and Associate General Counsel**

**ERP OPERATING LIMITED PARTNERSHIP**

By: Equity Residential, its general partner

Date: January 26, 2010

By: /s/ YASMINA DUWE  
Name: **Yasmina Duwe**  
Its: **Senior Vice President and Associate General Counsel**