

HARPER JAMES D JR
 Form 4
 February 07, 2005

FORM 4

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

OMB APPROVAL

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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 *
 HARPER JAMES D JR

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)
 JDH REALTY, 8603 SOUTH DIXIE HIGHWAY

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2005

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

(Street)
 MIAMI, FL 33143

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

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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Shares of Beneficial Interest | 02/03/2005 | | A ⁽¹⁾ | 1,180 A | \$ 31.76 | 10,070 | D |
| Common Shares of Beneficial Interest | | | | | | 27,303 ⁽²⁾ | 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)

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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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 14.625 | | | | | 05/10/1997 | 05/10/2005 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 16.375 | | | | | 05/10/1998 | 05/10/2006 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 22.9688 | | | | | 11/16/2000 | 05/16/2010 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 23.375 | | | | | 05/17/2001 | 05/17/2009 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 23.55 | | | | | 08/07/2003 | 02/07/2013 | Common Shares of Beneficial Interest | 5, |
| Non-Qualified Stock Option (right to buy) | \$ 24.625 | | | | | 05/14/2000 | 05/14/2008 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 25.75 | | | | | 08/04/2000 | 08/04/2007 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option | \$ 25.865 | | | | | 11/15/2001 | 05/15/2011 | Common Shares of | 10 |

| | | | | | | | | | |
|-------------------------------------------|----------|------------|--|---|-------|------------|------------|--------------------------------------|----|
| (right to buy) | | | | | | | | Beneficial Interest | |
| Non-Qualified Stock Option (right to buy) | \$ 27.2 | | | | | 01/17/2003 | 01/17/2012 | Common Shares of Beneficial Interest | 5, |
| Non-Qualified Stock Option (right to buy) | \$ 29.25 | | | | | 01/28/2004 | 01/28/2014 | Common Shares of Beneficial Interest | 5, |
| Non-Qualified Stock Option (right to buy) | \$ 31.76 | 02/03/2005 | | A | 4,743 | 02/03/2005 | 02/03/2015 | Common Shares of Beneficial Interest | 4, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARPER JAMES D JR JDH REALTY 8603 SOUTH DIXIE HIGHWAY MIAMI, FL 33143 | | | X | |

Signatures

James D Harper,
Jr. 02/07/2005

**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 Restricted shares reported in this grant are scheduled to vest on February 3, 2008.
- (2) Shares reported herein are owned by The Security 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.
- (3) Share options reported on this line are fully exercisable.
- (4) 1,974 share options reported herein will become exercisable on February 7, 2004; 1,974 share options will become exercisable on February 7, 2005; and 1,973 share options will become exercisable on February 7, 2006.
- (5) 6,668 share options reported herein are currently exercisable; and 3,332 share options will become exercisable on May 15, 2003.
- (6) 3,333 share options reported herein are exercisable; 1,667 will become exercisable on January 17, 2004.
- (7) Share options reported on this line will become exercisable in three equal installments on July 27, 2004; January 27, 2005 and January 27, 2006.
- (8) Share options reported on this line will become exercisable in three equal installments on August 3, 2005; February 3, 2006 and February 3, 2007.

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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