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EQUITY RESIDENTIAL
Form 8-K
June 19, 2003

As filed with the Securities and Exchange Commission on June 19, 2003

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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): June 19, 2003

EQUITY RESIDENTIAL
(Exact Name of Registrant as Specified in Charter)

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|---|--|---|
| MARYLAND (State or other jurisdiction of incorporation or organization) | 1-12252 (Commission File Number) | 13-3675988 (I.R.S. Employer Identification No.) |
|---|--|---|

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|---|---------------------|
| TWO NORTH RIVERSIDE PLAZA, SUITE 400, CHICAGO, ILLINOIS (Address of principal executive offices) | 60606 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (312) 474-1300

NOT APPLICABLE
(Former Name or Former Address, if Changed Since Last Report)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

| | |
|-------------------|---------|
| Exhibit Number | Exhibit |
| ----- | ----- |

- 1 Terms Agreement dated May 20, 2003 among the Registrant, ERP Operating Limited Partnership, Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated and Wachovia Securities, Inc., as representatives of the several Underwriters designated in the Terms Agreement, which is being filed pursuant to Regulation S-K, Item 601(b)(1) as an exhibit to the Registrant's registration statement on

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Form S-3, file no. 333-45533, under the Securities Act of 1933, as amended, and which, as this Form 8-K filing is incorporated by reference in such registration statement, is set forth in full in such registration statement, which Terms Agreement incorporates by reference the terms and provisions of the Registrant's Standard Underwriting Provisions, dated May 16, 1997, which was previously filed as Exhibit 1 to the Registrant's registration statement on Form S-3, file no. 333-27153 under the Securities Act of 1933, as amended, and is incorporated herein by reference thereto, and which, as this Form 8-K filing is incorporated by reference in registration statement no. 333-45533, is set forth in full in such registration statement.

- 5 Opinion of Piper Rudnick, LLP, which is being filed pursuant to Regulation S-K, Item 601(b)(5) as an exhibit to the Registrant's registration statement on Form S-3, file no. 333-45533, under the Securities Act of 1933, as amended, and which, as this Form 8-K filing is incorporated by reference in such registration statement, is set forth in full in such registration statement.
- 8 Opinion of Piper Rudnick, which is being filed pursuant to Regulation S-K, Item 601(b)(8) as an exhibit to the Registrant's registration statement on Form S-3, file no. 333-45533, under the Securities Act of 1933, as amended, and which, as this Form 8-K filing is incorporated by reference in such registration statement, is set forth in full in such registration statement.
- 23.1 Consent of Piper Rudnick, LLP (included in Exhibit 5)
- 23.2 Consent of Piper Rudnick (included in Exhibit 8)

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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: June 19, 2003

By: /s/ BRUCE C. STROHM

Bruce C. Strohm
Executive Vice President,
General Counsel and Secretary