

EQUITY RESIDENTIAL

Form 3

December 28, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Sorenson Christa L

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/17/2015

3. Issuer Name **and** Ticker or Trading Symbol
EQUITY RESIDENTIAL [EQR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)TWO NORTH RIVERSIDE
PLAZA, SUITE 400

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Executive Vice President6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

CHICAGO, IL 60606

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Shares Of Beneficial Interest

4,294 ⁽¹⁾

D

A

Common Shares Of Beneficial Interest

184 ⁽²⁾

I

401(k) Plan

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-qualified Stock Option (Right to Buy)	02/05/2013	02/05/2020	Common Shares Of Beneficial Interest	2,051	\$ 32.97	D	Â
Non-qualified Stock Option (Right to Buy)	02/07/2014	02/07/2021	Common Shares Of Beneficial Interest	3,884	\$ 53.71	D	Â
Non-qualified Stock Option (Right to Buy)	02/03/2015	02/03/2022	Common Shares Of Beneficial Interest	1,267	\$ 60.25	D	Â
Non-qualified Stock Option (Right to Buy)	Â ⁽³⁾	02/07/2023	Common Shares Of Beneficial Interest	4,272	\$ 54.82	D	Â
Non-qualified Stock Option (Right to Buy)	Â ⁽⁴⁾	02/06/2024	Common Shares Of Beneficial Interest	2,006	\$ 56.48	D	Â
Non-qualified Stock Option (Right to Buy)	Â ⁽⁵⁾	02/05/2025	Common Shares Of Beneficial Interest	1,322	\$ 80.27	D	Â
Restricted Units	Â ⁽⁶⁾	02/05/2025	Common Shares Of Beneficial Interest	336	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sorenson Christa L TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	Â	Â	Â Executive Vice President	Â

Signatures

s/ By: Jane Matz,
Attorney-in-fact

12/28/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Direct total includes restricted shares of the Company scheduled to vest in the future.

Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with

(2) 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 December 20, 2015.

(3) Represents share options scheduled to vest in three equal installments on February 7, 2014, February 7, 2015 and February 7, 2016.

(4) Represents share options scheduled to vest in approximately three equal installments on February 6, 2015, February 6, 2016 and February 6, 2017.

(5) Represents share options scheduled to vest in approximately three equal installments on February 5, 2016, February 5, 2017 and February 5, 2018.

(6) The Restricted Units are scheduled to vest on February 5, 2018.

On February 5, 2015, the reporting person received a grant of restricted limited partnership interests ("Restricted Units") in ERP Operating Limited Partnership (the "Operating Partnership"), the operating partnership of Equity Residential (the "Company") as part of the Company's annual grant of long-term compensation. The reporting person made a payment to the Operating Partnership of \$0.50 for each Restricted Unit awarded. Restricted Units are a class of partnership interest that automatically convert into an equal number of

(7) limited partnership interests of the Operating Partnership ("OP Units") when the capital account related to the Restricted Units reaches a specified target for federal income tax purposes (provided such target is reached within ten years of issuance). Subject to any vesting requirements of the grant and certain other restrictions, OP Units are exchangeable by the holder for common shares of the Company on a one-for-one basis or the cash value of such shares, at the Company's option. The Restricted Units reflected in this report also include any OP Units into which such Restricted Units automatically convert.

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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