

ROSENBERG SHELI Z
Form 4
May 17, 2005

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 *
ROSENBERG SHELI Z

(Last) (First) (Middle)

TWO NORTH RIVERSIDE
PLAZA, SUITE 400

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares of Beneficial Interest	05/13/2005		A ⁽¹⁾	614,098 A \$ 28.09	187,087.599	D	
Common Shares of Beneficial Interest					46,399 ⁽²⁾	I	SERP Account
Common Shares of Beneficial Interest					59,342 ⁽³⁾	I	Spouse

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

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(9-02)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Stock Option (right to buy)	\$ 20.0938					01/18/2000	01/18/2009	Common Shares of Beneficial Interest	50,00
Non-Qualified Stock Option (right to buy)	\$ 20.75					01/28/1999	01/28/2007	Common Shares of Beneficial Interest	70,00
Non-Qualified Stock Option (right to buy)	\$ 21.0625					01/24/2001	01/24/2010	Common Shares of Beneficial Interest	47,48
Non-Qualified Stock Option (right to buy)	\$ 22.9688					11/16/2000	05/16/2010	Common Shares of Beneficial Interest	10,00
Non-Qualified Stock Option (right to buy)	\$ 23.375					05/17/2001	05/17/2009	Common Shares of Beneficial Interest	10,00
Non-Qualified Stock Option (right to buy)	\$ 23.55					08/07/2003	02/07/2013	Common Shares of Beneficial Interest	5,92
Non-Qualified Stock Option	\$ 24.625					05/14/2000	05/14/2008	Common Shares of	10,00

(right to buy)				Beneficial Interest	
Non-Qualified Stock Option (right to buy)	\$ 25.3438	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	100,000
Non-Qualified Stock Option (right to buy)	\$ 25.75	01/28/2000	01/28/2007	Common Shares of Beneficial Interest	10,000
Non-Qualified Stock Option (right to buy)	\$ 25.865	11/15/2001	05/15/2011	Common Shares of Beneficial Interest	10,000
Non-Qualified Stock Option (right to buy)	\$ 27.2	01/17/2003	01/17/2012	Common Shares of Beneficial Interest	5,000
Non-Qualified Stock Option (right to buy)	\$ 29.25	01/27/2004	01/27/2014	Common Shares of Beneficial Interest	5,532
Non-Qualified Stock Option (right to buy)	\$ 31.76	02/03/2005	02/03/2015	Common Shares of Beneficial Interest	4,742
Operating Partnership Units	\$ 0	08/12/1993	08/08/1988	Common Shares of Beneficial Interest	3,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENBERG SHELI Z TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606				X

Signatures

Sheli Z
Rosenberg

05/17/2005

**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) Shares reported on this line were purchased directly by Ms. Rosenberg through the Equity Residential Employee Share Purchase Plan on May 13, 2005.
- (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) Shares reported herein are beneficially owned by Ms. Rosenberg's spouse. Ms. Rosenberg disclaims beneficial ownership of the shares owned by her spouse.
- (4) Share options reported on this line are fully exercisable.
- (5) 31,656 share options are currently exercisable; and 15,828 will be exercisable on January 24, 2003.
- (6) 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.
- (7) 6,668 share options reported herein are currently exercisable; and 3,332 share options will become exercisable on May 15, 2003.
- (8) 3,333 share options reported herein are exercisable; 1,667 will become exercisable on January 17, 2004.
- (9) Share options reported on this line will become exercisable in three equal installments on July 27, 2004; January 27, 2005 and January 27, 2006.
- (10) 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. 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.