

ROSENBERG SHELI Z
Form 4
February 07, 2006

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 *
ROSENBERG SHELI Z

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2006

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

TWO NORTH RIVERSIDE
PLAZA, SUITE 600

(Street)

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

CHICAGO, IL 60606

(City) (State) (Zip)

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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Shares of Beneficial Interest | 02/03/2006 | | A ⁽¹⁾ | 1,314 A \$ 42.8 | 189,431.1 | 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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SEC 1474
(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 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) | \$ 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 | | | | | 01/28/2000 | 01/28/2007 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 25.865 | | | | | 11/15/2001 | 05/15/2011 | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 27.2 | | | | | 01/17/2003 | 01/17/2012 | Common Shares of Beneficial | 5, |

| | | | | | | | | Interest | |
|---|----------|------------|--|---|-------|------------|------------|---|----|
| Non-Qualified Stock Option (right to buy) | \$ 29.25 | | | | | 01/27/2004 | 01/27/2014 | Common Shares of Beneficial Interest | 5, |
| Non-Qualified Stock Option (right to buy) | \$ 31.76 | | | | | 02/03/2005 | 02/03/2015 | Common Shares of Beneficial Interest | 4, |
| Non-Qualified Stock Option (right to buy) | \$ 42.8 | 02/03/2006 | | A | 4,445 | 08/03/2006 | 02/03/2016 | Common Shares of Beneficial Interest | 4, |
| Operating Partnership Units | \$ 0 | | | | | 08/12/1993 | 08/08/1988 | Common Shares of Beneficial Interest | 3, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSENBERG SHELI Z TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO, IL 60606 | X | | | |

Signatures

By: Barbara Shuman,
Attorney-in-fact

02/07/2006

__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).
- (8) Share options reported on this line are fully exercisable.
- (11) Share options reported on this line will become exercisable in three equal installments on July 27, 2004; January 27, 2005 and January 27, 2006.
- (7) Share options reported on this line are fully exercisable.
- (4) Share options reported on this line are fully exercisable.
- (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.
- (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.
- (10) 3,333 share options reported herein are exercisable; 1,667 will become exercisable on January 17, 2004.

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- (3) Shares reported herein are beneficially owned by Ms. Rosenberg's spouse. Ms. Rosenberg disclaims beneficial ownership of the shares owned by her spouse.
- (13) Share options reported on this line will become exercisable in three equal installments on August 3, 2006; February 3, 2007 and February 3, 2008.
- (9) 6,668 share options reported herein are currently exercisable; and 3,332 share options will become exercisable on May 15, 2003.
- (12) Share options reported on this line will become exercisable in three equal installments on August 3, 2005; February 3, 2006 and February 3, 2007.
- (1) The Restricted shares reported in this grant are scheduled to vest on February 3, 2009.
- (5) Share options reported on this line are fully exercisable.

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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