

ROSENBERG SHELI Z
Form 4
November 09, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Last) (First) (Middle)

TWO NORTH RIVERSIDE
PLAZA, SUITE 600

(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)
11/07/2005

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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares of Beneficial Interest | 11/07/2005 | | M | | 10,000 | A | \$ 20.0938 |
| Common Shares of Beneficial Interest | 11/07/2005 | | M | | 50,000 | A | \$ 20.75 |
| Common Shares of Beneficial Interest | 11/07/2005 | | S | | 50,000 | D | \$ 38.0422 |

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| | | | | | | | | |
|--------------------------------------|------------|---|--------|---|------------|-----------------------|---|--------------|
| Common Shares of Beneficial Interest | 11/07/2005 | S | 10,000 | D | \$ 38.0422 | 187,629.03 | D | |
| Common Shares of Beneficial Interest | | | | | | 46,399 ⁽¹⁾ | I | SERP Account |
| Common Shares of Beneficial Interest | | | | | | 59,342 ⁽²⁾ | I | Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 22.9688 | | | | | 11/16/2000 05/16/2010 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 23.375 | | | | | 05/17/2001 05/17/2009 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 23.55 | | | | | 08/07/2003 02/07/2013 | Common Shares of Beneficial Interest |
| Non-Qualified Stock Option (right to buy) | \$ 24.625 | | | | | 05/14/2000 05/14/2008 | Common Shares of Beneficial Interest |

| | | | | | | | | | |
|---|------------|------------|--|---|--------|------------|------------|--------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | \$ 25.3438 | | | | | 01/07/2001 | 01/07/2008 | Common Shares of Beneficial Interest | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 25.75 | | | | | 01/28/2000 | 01/28/2007 | Common Shares of Beneficial Interest | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 25.865 | | | | | 11/15/2001 | 05/15/2011 | Common Shares of Beneficial Interest | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 27.2 | | | | | 01/17/2003 | 01/17/2012 | Common Shares of Beneficial Interest | |
| Non-Qualified Stock Option (right to buy) | \$ 29.25 | | | | | 01/27/2004 | 01/27/2014 | Common Shares of Beneficial Interest | |
| Non-Qualified Stock Option (right to buy) | \$ 31.76 | | | | | 02/03/2005 | 02/03/2015 | Common Shares of Beneficial Interest | |
| Non-Qualified Stock Option (right to buy) | \$ 20.0938 | 11/07/2005 | | M | 10,000 | 01/18/2000 | 01/18/2009 | Common Shares of Beneficial Interest | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 20.75 | 11/07/2005 | | M | 50,000 | 01/28/1999 | 01/28/2007 | Common Shares of Beneficial Interest | 5 |
| Operating Partnership Units | \$ 0 | | | | | 08/12/1993 | 08/08/1988 | Common Shares of Beneficial Interest | |

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

11/09/2005

__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).
- (13) Share options reported on this line are fully exercisable.
- (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.
- (6) Share options reported on this line are fully exercisable.
- (3) Share options reported on this line are fully exercisable.
- (5) 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.
- (1) 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.
- (7) Share options reported on this line are fully exercisable.
- (10) 3,333 share options reported herein are exercisable; 1,667 will become exercisable on January 17, 2004.
- (2) Shares reported herein are beneficially owned by Ms. Rosenberg's spouse. Ms. Rosenberg disclaims beneficial ownership of the shares owned by her spouse.
- (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.
- (14) Share options reported on this line are fully exercisable.
- (4) 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. 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.