#### ROSENBERG SHELI Z

Form 4

March 02, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

**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

1(b).

Interest

(Print or Type Responses)

1. Name and Address of Reporting Person * ROSENBERG SHELI Z			2. Issuel I talle and Tieker of Trading			5. Relationship of Reporting Person(s) to Issuer			
			_			(Check all applicable)			
(Last)	(First)	(Middle)		Earliest Ti	ransaction		400	_	
TWO NOR' PLAZA, SU	TH RIVERSIDE JITE 600	E	(Month/D) 02/28/20	•		X Director Officer (give ti below)		Owner r (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
CHICAGO,	IL 60606		Filed(Mon	nth/Day/Year	r)	Applicable Line) _X_ Form filed by Or Form filed by Mo Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative Securities Acqu	aired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Executio any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A oror Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

		1401	· 1 (0.11 2)			es rrequir	ca, 215posea 61,	or <i>2</i>	,
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) our Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Carran			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Shares of Beneficial Interest	02/28/2007		A <u>(1)</u>	451.703	A	\$ 43.17	180,262.389	D	
Common Shares of Beneficial Interest	02/28/2007		A	988	A	\$ 43.17	48,479 (3)	I	SERP Account
Common Shares of Beneficial							68,025 <u>(4)</u>	I	Spouse

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(e.g., puts, calls, warrants, options, convertible securities)

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

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and A Underlying So (Instr. 3 and 4	ecurities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Non-Qualified Stock Option (right to buy)	\$ 22.9688					11/16/2000	05/16/2010	Common Shares of Beneficial Interest	10,000
Non-Qualified Stock Option (right to buy)	\$ 23.375					05/17/2001	05/17/2009	Common Shares of Beneficial Interest	10,000
Non-Qualified Stock Option (right to buy)	\$ 23.55					08/07/2003	02/07/2013	Common Shares of Beneficial Interest	5,921
Non-Qualified Stock Option (right to buy)	\$ 24.625					05/14/2000	05/14/2008	Common Shares of Beneficial Interest	10,000
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
	\$ 27.2					01/17/2003	01/17/2012		5,000

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Non-Qualified Stock Option (right to buy)				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	5,532
Non-Qualified Stock Option (right to buy)	\$ 31.76	02/03/2005	02/03/2015	Common Shares of Beneficial Interest	4,743
Non-Qualified Stock Option (right to buy)	\$ 42.8	08/03/2006	02/03/2016	Common Shares of Beneficial Interest	4,445
Non-Qualified Stock Option (right to buy)	\$ 53.5	<u>(15)</u>	02/08/2017	Common Shares of Beneficial Interest	2,998
Operating Partnership Units	\$ 0	08/12/1993	08/08/1988	Common Shares of Beneficial Interest	3,056

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
coporting of their state of the state of	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 03/02/2007

\*\*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).
- (9) Share options reported on this line are fully exercisable.
- (12) Share options reported on this line will become exercisable in three equal installments on July 27, 2004; January 27, 2005 and January 27, 2006.

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- (8) Share options reported on this line are fully exercisable.
- (5) Share options reported on this line are fully exercisable.
- (7) 1,974 share options reported herein will become exercisable on February 7, 2004; 1,974 share options will become exercisable on February 7, 2006.
- (11) 3,333 share options reported herein are exercisable; 1,667 will become exercisable on January 17, 2004.
- (3) Shares reported herein are owned by the AST 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.
- (4) Shares reported herein are beneficially owned by Ms. Rosenberg's spouse. Ms. Rosenberg disclaims beneficial ownership of the shares owned by her spouse.
- (14) Share options reported on this line will become exercisable in three equal installments on August 3, 2006; February 3, 2007 and February 3, 2008.
- (10) 6,668 share options reported herein are currently exercisable; and 3,332 share options will become exercisable on May 15, 2003.
- (13) Share options reported on this line will become exercisable in three equal installments on August 3, 2005; February 3, 2006 and February 3, 2007.
- (2) Direct total includes restricted shares.
- (1) Shares reported on this line were purchased by Ms. Rosenberg through the Equity Residential Employee Share Purchase Plan on February 28, 2007.
- (15) Represents share options scheduled to vest in three equal installments on August 8, 2007, February 8, 2008 and February 8, 2009.
- (6) 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.