### Edgar Filing: EQUITY RESIDENTIAL - Form 4

#### **EQUITY RESIDENTIAL**

Form 4

February 11, 2008

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

**OMB** 

Check this box if no longer subject to

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5

obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ATWOOD CHARLES L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

**EQUITY RESIDENTIAL [EQR]** 

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/07/2008

\_X\_\_ Director 10% Owner Other (specify Officer (give title

HARRAH'S ENTERTAINMENT. INC., ONE CEASARS PALACE

DR.

Beneficial

Interest

4. If Amendment, Date Original

Applicable Line)

below)

(Street) Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

LAS VEGAS, NV 89109-8969

(3)

(City)	(State) (Z	Table	I - Non-De	rivative S	ecurit	ies Acc	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Tear)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Shares of Beneficial Interest	02/07/2008		A	1,458 (1)	A		8,335.088 <u>(2)</u>	D	
Common Shares of							11,776.3694	т	SERP

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

Account

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
Non-Qualified Stock Option (right to buy)	\$ 38.57	02/07/2008		A	4,599	<u>(4)</u>	02/07/2018	Common Shares of Beneficial Interest	4,59

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ATWOOD CHARLES L HARRAH'S ENTERTAINMENT, INC. ONE CEASARS PALACE DR. LAS VEGAS, NV 89109-8969



# **Signatures**

By: Yasmina Duwe,

Attorney-in-fact 02/11/2008

\*\*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).
- (2) Direct total includes restricted shares of the Company scheduled to vest in the future.
- (4) Represents share options scheduled to vest in approximately three equal installments on August 7, 2008, February 7, 2009, and February 7, 2010.

Represents shares owned by AST Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan (the (3) "SERP"), for the benefit of the reporting person. Also includes restricted shares that the reporting person deferred to the SERP upon vesting of the shares and shares acquired through dividend reinvestments.

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(1) Represents restricted shares scheduled to vest on February 7, 2011.

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.