EQUITY RESIDENTIAL

Form 4

March 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, 2005

0.5

Expires: Estimated average

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

burden hours per

response...

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

Check this box

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 may continue. See Instruction

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

EQUITY RESIDENTIAL [EQR]

1(b).

(Print or Type Responses)

TUOMI FREDERICK C

1. Name and Address of Reporting Person *

(Last)	(First) (N	Middle) 3. Date of	of Earliest Ti	ransaction						
TWO NOR'	`	(Month/Day/Year) 02/28/2008				DirectorX Officer (give to below) Executive		Owner er (specify		
	(Street)	4. If Am	endment, Da	ate Original	l		6. Individual or Join	nt/Group Filin	g(Check	
CHICACGO	O, IL 60606	Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned		
1.Title of Security (Instr. 3) Common Shares of Beneficial	2. Transaction Date (Month/Day/Year)		Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	spose	ed of (D)	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)	
Interest										
Common Shares of Beneficial Interest							1,895.2102 (2)	I	401(k) Plan	
Common Shares of Beneficial Interest	02/28/2008		A	3,087 (3)	A	\$ 32.39	131,397.5554 (4)	I	SERP Account	

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Title a	ınd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	te	Amount	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underlyi	ng	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	s	(Instr. 5)
	Derivative				Securities			(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									mount	
						Date	Expiration Date	or		
						Exercisable			umber	
								of		
				Code V	$^{\prime}$ (A) (D)			St	nares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TUOMI FREDERICK C TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICACGO, IL 60606

Executive Vice President

Signatures

By: Yasmina Duwe, Attorney-in-fact

03/03/2008

**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).
- (1) Direct total includes restricted shares of the Company scheduled to vest in the future.
- (3) Represents shares acquired through Equity Residential's Employee Share Purchase Plan.
- Represents shares acquired through profit sharing contributions and dividend reinvestment activity in the reporting person's account with (2) the Equity Residential Advantage 401(k) Retirement Savings Plan, a plan qualified under Section 401(k) of the Internal Revenue Code of 1986, as amended.
- (4) Represents shares owned by AST Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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