SMITH GREGORY H

Form 4

February 07, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

(Print or Type Responses)

1. Name and A SMITH GRI	ddress of Report EGORY H	ing Person *	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			
TWO NORT	ΓΗ RIVERSII	DE PLAZA	(Month/Day/Year) 01/31/2006	Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CHICAGO,	IL 60606			Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Ownership Beneficially Form: Direc Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares of			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Beneficial Interest	01/31/2006		A <u>(1)</u>	2,706	A	39.99	41,376 (2)	D	
Common Shares of Beneficial Interest	02/03/2006		A(3)	7,973	A	\$ 42.8	49,349 (2)	D	
Common Shares of Beneficial Interest	01/31/2006		A	2,707	A	\$ 39.99	133,711 (4)	I	SERP

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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. Transactio Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 21.0625					01/24/2001	01/24/2010	Common Shares of Beneficial Interest
Non-Qualified Stock Option (right to buy)	\$ 23.55					02/07/2004	02/07/2013	Common Shares of Beneficial Interest
Non-Qualified Stock Option (right to buy)	\$ 25.844					01/18/2002	01/18/2011	Common Shares of Beneficial Interest
Non-Qualified Stock Option (right to buy)	\$ 27.2					01/16/2003	01/16/2012	Common Shares of Beneficial Interest
Non-Qualified Stock Option (right to buy)	\$ 27.6					07/11/2002	07/11/2011	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)

\$ 42.8 02/03/2006

 $A_{(12)}^{(12)}$ 26,956

02/03/2007 02/03/2017

Common Shares of Beneficial Interest

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH GREGORY H TWO NORTH RIVERSIDE PLAZA CHICAGO, IL 60606

Executive Vice President

Signatures

By: Barbara Shuman, Attorney-in-fact

02/07/2006

Date

**Signature of Reporting Person

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) Shares reported on this line are owned directly and some of the shares are subject to vesting.
- (5) Share options reported on this line are fully exercisable.
- (7) 29,013 share options reported herein are currently exercisable; and 14,507 share options will become exercisable on January 18, 2004.
- (12) Share options reported on this line become exercisable in three equal installments on February 3, 2007, February 3, 2008 and February 3, 2009.
- (8) 16,697 share options reported herein are currently exercisable; 16,697 share options are scheduled to vest on January 16, 2004; and 16,697 share options are scheduled to vest on January 16, 2005.
- (11) Share options reported on this line will become exercisable in three equal installments on February 3, 2006; February 3, 2007 and February 3, 2008.
- (4) 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.
- (3) The Restricted shares reported in this grant are scheduled to vest on February 3, 2009.
- (1) The Restricted shares reported in this grant are scheduled to vest in two equal installments on January 3, 2007 and January 3, 2008.
- (6) 15,307 share options reported herein will become exercisable on February 7, 2004; 15,307 share options will become exercisable on February 7, 2005; 15,307 share options will become exercisable on February 7, 2006.
- (9) One-third of the share options reported on this line are exercisable; one-third will become exercisable on July 11, 2003; and one-third will become exercisable on July 11, 2004.
- (10) Share options reported on this line will become exercisable in three equal installments on January 27, 2005; January 27, 2006 and January 27, 2007.

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.

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