

TUOMI FREDERICK C  
Form 4  
February 12, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
TUOMI FREDERICK C

(Last) (First) (Middle)

TWO NORTH RIVERSIDE  
PLAZA, SUITE 400

(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)  
02/08/2007

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)  
Executive Vice President

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 Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                      |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Shares of Beneficial Interest | 02/08/2007                           |  | A <sup>(1)</sup>               |   | 14,719  | A  | \$ 0  |
| Common Shares of Beneficial Interest | 02/08/2007                           |  | F <sup>(3)</sup>               |   | 5,102   | D  | \$ 53.5   |
| Common Shares of Beneficial Interest |                                      |  |                                |   | 125,994 <sup>(4)</sup>  | I  |   |
|                                      |                                      |  |                                |   |   |  | SERP Account  |

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

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(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) | 8. Amount or Number of Shares of Underlying Security |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Non-Qualified Stock Option (right to buy)  | \$ 25.844  |                                      |  |                                |   | 01/18/2002 01/18/2011                                    | Common Shares of Beneficial Interest                        | 4  |
| Non-Qualified Stock Option (right to buy)  | \$ 27.2  |                                      |  |                                |   | 01/16/2003 01/16/2012                                    | Common Shares of Beneficial Interest                        | 5  |
| Non-Qualified Stock Option (right to buy)  | \$ 27.6  |                                      |  |                                |   | 07/11/2002 07/11/2011                                    | Common Shares of Beneficial Interest                        | 6  |
| Non-Qualified Stock Option (right to buy)  | \$ 29.25   |                                      |  |                                |   | 01/27/2004 01/27/2014                                    | Common Shares of Beneficial Interest                        | 6  |
| Non-Qualified Stock Option (right to buy)  | \$ 31.76   |                                      |  |                                |   | 02/03/2005 02/03/2015                                    | Common Shares of Beneficial Interest                        | 6  |
| Non-Qualified Stock Option (right to buy)  | \$ 42.8  |                                      |  |                                |   | 02/03/2007 02/03/2017                                    | Common Shares of Beneficial Interest                        | 4  |
| Non-Qualified Stock Option (right to buy)  | \$ 53.5  | 02/08/2007                           |  | A                              | 41,938  | <u>(11)</u> 02/08/2017                                   | Common Shares of Beneficial Interest                        | 4  |

# Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| TUOMI FREDERICK C<br>TWO NORTH RIVERSIDE PLAZA, SUITE 400<br>CHICAGO, IL 60606 |               |           | Executive Vice President |       |

## Signatures

By: Barbara Shuman, 02/12/2007  
Attorney-in-fact

        \*\*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).
- (3) Represents withholding of shares for payment of income tax liability incurred upon the vesting of restricted shares.
- (1) Represents restricted shares scheduled to vest on February 8, 2010.
- (11) Represents share options scheduled to vest in three equal installments on February 8, 2008, February 8, 2009 and February 8, 2010.
- (9) Share options reported on this line will become exercisable in three equal installments on February 3, 2006; February 3, 2007 and February 3, 2008.
- (10) Share options reported on this line become exercisable in three equal installments on February 3, 2007, February 3, 2008 and February 3, 2009.
- (7) 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.
- (8) Share options reported on this line will become exercisable in three equal installments on January 27, 2005; January 27, 2006 and January 27, 2007.
- (2) Direct total includes restricted shares.
- (4) 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.
- (5) 55,024 share options reported herein are currently exercisable; and 27,512 share options will become exercisable on January 18, 2004.
- (6) 18,229 share options reported herein are currently exercisable; 18,229 share options are scheduled to vest on January 16, 2004; 18,229 share options are scheduled to vest on January 16, 2005.

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.