

ATWOOD CHARLES L
Form 4
March 18, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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)
03/15/2019

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)

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	03/15/2019		M		5,815 A	\$ 50.19	16,338 ⁽¹⁾ D
Common Shares Of Beneficial Interest	03/15/2019		M		6,665 A	\$ 50.68	23,003 ⁽¹⁾ D
Common Shares Of Beneficial Interest	03/15/2019		M		6,704 A	\$ 48.1	29,707 ⁽¹⁾ D

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Common Shares Of Beneficial Interest	03/15/2019	M	6,481	A	\$ 52.2	36,188 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	03/15/2019	S	5,815	D	\$ 74.81 ⁽²⁾	30,373 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	03/15/2019	S	6,665	D	\$ 74.73 ⁽³⁾	23,708 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	03/15/2019	S	6,704	D	\$ 74.93 ⁽⁴⁾	17,004 ⁽¹⁾	D	
Common Shares Of Beneficial Interest	03/15/2019	S	6,481	D	\$ 74.57 ⁽⁵⁾	10,523 ⁽¹⁾	D	
Common Shares Of Beneficial Interest						26,616 ⁽⁶⁾	I	SERP Account

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
	\$ 50.19	03/15/2019		M	5,815	06/16/2012 06/16/2021	5,815

Non-qualified Stock Option (Right to Buy)								Common Shares Of Beneficial Interest	
Non-qualified Stock Option (Right to Buy)	\$ 50.68	03/15/2019	M	6,665	06/21/2013	06/21/2022		Common Shares Of Beneficial Interest	6,6
Non-qualified Stock Option (Right to Buy)	\$ 48.1	03/15/2019	M	6,704	06/13/2014	06/13/2023		Common Shares Of Beneficial Interest	6,7
Non-qualified Stock Option (Right to Buy)	\$ 52.2	03/15/2019	M	6,481	06/12/2015	06/12/2024		Common Shares Of Beneficial Interest	6,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATWOOD CHARLES L TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606	X			

Signatures

/s/ Samantha Thompson,
Attorney-in-fact

03/18/2019

__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 Equity Residential scheduled to vest in the future.

(2) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$74.67 to \$75.02. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$74.56 to \$74.98. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$74.86 to \$74.99. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$74.46 to \$74.78. The reporting person will provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

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- (6) Represents shares owned by Principal 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.

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