

EQUITY RESIDENTIAL  
Form 8-K  
July 08, 2010

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): July 6, 2010**

**EQUITY RESIDENTIAL**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**1-12252**  
(Commission  
File Number)

**13-3675988**  
(I.R.S. Employer  
Identification Number)

# ERP OPERATING LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

**Illinois**  
(State or other jurisdiction of  
incorporation or organization)

**0-24920**  
(Commission  
File Number)  
**Two North Riverside Plaza, Suite 400**

**36-3894853**  
(I.R.S. Employer  
Identification Number)

**Chicago, Illinois 60606**  
(Address of principal executive offices)

**Registrant's telephone number: (312) 474-1300**

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.02      Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

- (b) On July 6, 2010, Boone A. Knox informed the Board of Trustees of Equity Residential (the Company ) that he is resigning from the Company s Board effective July 6, 2010, due to illness. The Company expresses its sincere appreciation for his many years of outstanding service as a member of the Board and its various committees. As a result of Mr. Knox s resignation, the Board has reduced its size to 9 seats.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EQUITY RESIDENTIAL**

Date: July 8, 2010

By: /s/ BRUCE C. STROHM  
Name: **Bruce C. Strohm**  
Its: **Executive Vice President and General Counsel**

**ERP OPERATING LIMITED PARTNERSHIP**

By: Equity Residential, its general partner

Date: July 8, 2010

By: /s/ BRUCE C. STROHM  
Name: **Bruce C. Strohm**  
Its: **Executive Vice President and General Counsel**