

ZELL SAMUEL
Form 4
December 11, 2018

FORM 4

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

OMB APPROVAL

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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 *
ZELL SAMUEL

(Last) (First) (Middle)

TWO NORTH RIVERSIDE
PLAZA, SUITE 600

(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)
12/07/2018

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)
Chairman of the Board

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 or Price | | |
| Common Shares Of Beneficial Interest | 12/07/2018 | | M | | \$ 19.67 | 261,654 | D |
| Common Shares Of Beneficial Interest | 12/07/2018 | | S | | \$ 71.83 (1) | 139,806 | D |
| Common Shares Of Beneficial Interest | 12/07/2018 | | M | | \$ 19.67 | 462,421 | D |

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| | | | |
|--------------------------------------|--------------------------|---|---------------------------------------------------|
| Common Shares Of Beneficial Interest | 600 ⁽²⁾ | I | By Spouse, Trustee for Helen Zell Revocable Trust |
| Common Shares Of Beneficial Interest | 1,206,968 ⁽³⁾ | I | Samstock, L.L.C. |
| Common Shares Of Beneficial Interest | 2,267,873 ⁽⁴⁾ | I | Samuel Zell Revocable Trust |
| Common Shares Of Beneficial Interest | 694,344 ⁽⁵⁾ | I | SERP Account |
| Common Shares Of Beneficial Interest | 1,246 ⁽⁶⁾ | I | SZ JoAnn Trust |
| Common Shares Of Beneficial Interest | 1,246 ⁽⁷⁾ | I | SZ Kellie Trust |
| Common Shares Of Beneficial Interest | 1,246 ⁽⁸⁾ | I | SZ Matthew Trust |
| Common Shares Of Beneficial Interest | 154,480 ⁽⁹⁾ | I | Zell Family Foundation |

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.

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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| | Derivative Security | | Code | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | An Nu Sha |
|-------------------------------------------|---------------------|------------|------|-----------------------------------------|------|------------------|--------------------------------------|-------|-----------|
| | | | | (A) | (D) | | | | |
| Non-qualified Stock Option (Right to Buy) | \$ 19.67 | 12/07/2018 | M | 121,848 | (10) | 02/10/2019 | Common Shares Of Beneficial Interest | 12 | |
| Non-qualified Stock Option (Right to Buy) | \$ 19.67 | 12/07/2018 | M | 322,615 | (10) | 02/10/2019 | Common Shares Of Beneficial Interest | 32 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| ZELL SAMUEL TWO NORTH RIVERSIDE PLAZA, SUITE 600 CHICAGO, IL 60606 | X | | | Chairman of the Board |

Signatures

s/ By: Scott J. Fenster,
 Attorney-in-fact
 12/11/2018
**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) The price represents the weighted average price of the shares sold. The shares were sold within a range of \$71.33 to \$72.16. 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.
- (2) Shares reported herein are beneficially owned by the Helen Zell Revocable Trust ("HZRT"). Mr. Zell's spouse, Helen Zell, is the trustee of HZRT. Mr. Zell disclaims beneficial ownership of the shares reported as beneficially owned by him except to the extent of any pecuniary interest therein.
- (3) Shares reported herein are beneficially owned by Samstock, L.L.C. ("Samstock"). The sole member of Samstock is SZ Investments, L.L.C. ("SZ"). The managing member of SZ is Chai Trust Company, LLC ("Chai Trust"). Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (4) Shares reported herein are owned by the Samuel Zell Revocable Trust. Mr. Zell is the sole trustee and beneficiary of the Samuel Zell Revocable Trust, and, as such, he is the beneficial owner of the shares reported herein. Includes 2,229,427 shares previously held directly by the reporting person.
- (5) Represents shares owned by Principal Trust Company, as Trustee of the Equity Residential Supplemental Executive Retirement Plan, for the benefit of the reporting person, and includes shares acquired through dividend reinvestments.
- (6) Shares reported herein are beneficially owned by the SZ JoAnn Trust ("SZJT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell

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disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(7) Shares reported herein are beneficially owned by the SZ Kellie Trust ("SZKT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(8) Shares reported herein are beneficially owned by the SZ Matthew Trust ("SZMT"), of which Chai Trust Company, LLC ("Chai Trust") is the trustee. Mr. Zell is not an officer or director of Chai Trust and does not have voting or dispositive power over such shares. Mr. Zell disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(9) Shares reported herein are beneficially owned by the Zell Family Foundation ("Foundation"). Mr. Zell is a director of the Foundation; however, Mr. Zell does not have voting or dispositive power over such shares, or any pecuniary interest therein, and therefore disclaims beneficial ownership of such shares.

(10) These share options vested in approximately three equal installments on February 6, 2010, February 6, 2011 and February 6, 2012.

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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