

EQUITY RESIDENTIAL  
Form 4/A  
February 07, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
NEITHERCUT DAVID J

(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)  
02/28/2005

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/02/2005

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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                      |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Shares of Beneficial Interest |                                      |  |                                |   | 106,340 <sup>(1)</sup>  | D  |   |
| Common Shares of Beneficial Interest | 02/28/2005                           |  | A                              | 3,585 A   | \$ 27.89  | I  | SERP Account  |
| Common Shares of Beneficial Interest | 02/28/2005                           |  | S                              | 1,400 D   | \$ 32.31  | I  | SERP Account  |

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|                                      |            |   |     |   |          |                        |   |                     |
|--------------------------------------|------------|---|-----|---|----------|------------------------|---|---------------------|
| Common Shares of Beneficial Interest | 02/28/2005 | S | 700 | D | \$ 32.32 | 131,911 <sup>(2)</sup> | I | SERP Account        |
| Common Shares of Beneficial Interest | 02/28/2005 | S | 995 | D | \$ 32.33 | 130,916 <sup>(2)</sup> | I | SERP Account        |
| Common Shares of Beneficial Interest |            |   |     |   |          | 2,874 <sup>(3)</sup>   | I | Limited Partnership |

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 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount Number Shares                               |
| Non-Qualified Stock Option (right to buy)  | \$ 20.0938   |                                      |  |                                |   | 01/18/2000      01/18/2009                               | Common Shares of Beneficial Interest      149,24              |
| Non-Qualified Stock Option (right to buy)  | \$ 20.75   |                                      |  |                                |   | 01/28/2000      01/28/2007                               | Common Shares of Beneficial Interest      12,500              |
| Non-Qualified Stock Option (right to buy)  | \$ 21.0625   |                                      |  |                                |   | 01/24/2001      01/24/2010                               | Common Shares of Beneficial Interest      65,282              |
|  | \$ 23.55   |                                      |  |                                |   | 02/07/2004      02/07/2013                               | Common Shares of Beneficial Interest      100,98              |

|   |            |            |            |   |         |
|---|------------|------------|------------|---|---------|
| Non-Qualified<br>Stock Option<br>(right to buy) |            |            |            | Common<br>Shares of<br>Beneficial<br>Interest |         |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 25.3438 | 01/07/2001 | 01/07/2008 | Common<br>Shares of<br>Beneficial<br>Interest | 90,000  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 25.844  | 01/18/2002 | 01/18/2011 | Common<br>Shares of<br>Beneficial<br>Interest | 67,704  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 27.2    | 01/16/2003 | 01/16/2012 | Common<br>Shares of<br>Beneficial<br>Interest | 79,965  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 27.6    | 07/11/2002 | 07/11/2011 | Common<br>Shares of<br>Beneficial<br>Interest | 65,000  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.25   | 01/27/2004 | 01/27/2014 | Common<br>Shares of<br>Beneficial<br>Interest | 116,150 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 31.76   | 02/03/2005 | 02/03/2015 | Common<br>Shares of<br>Beneficial<br>Interest | 139,210 |

## Reporting Owners

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

## Signatures

Yasmina Duwe,  
Attorney-in-fact

02/07/2008

\_\_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) Shares reported on this line are owned directly and some of the shares (including the shares which are subject to the grant award reported herein) are subject to vesting. The original Form 4 filed on March 2, 2005 incorrectly decreased the total in this column by 20,261 shares and incorrectly increased the total shares indirectly owned by the Reporting Person in his SERP Account by 20,261 shares.
  - (2) 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. The original Form 4 filed on March 2, 2005 incorrectly increased the total in this column by 20,261 shares and incorrectly decreased the total shares directly owned by the Reporting Person by 20,261 shares.
  - (3) Shares on this line are beneficially owned by the Benemi Partners, L.P., of which Mr. Neithercut is the general partner.
  - (4) Share options on this line are fully exercisable.
  - (5) 33,662 share options reported herein will become exercisable on February 7, 2004; 33,662 share options will become exercisable on February 7, 2005; 33,663 share options will become exercisable on February 7, 2006.
  - (6) 45,136 share options reported herein are currently exercisable and 22,568 share options will become exercisable on January 18, 2004.
  - (7) 26,655 share options reported herein are currently exercisable; 26,655 share options will become exercisable on January 16, 2004; and 26,655 share options will become exercisable on January 16, 2005.
  - (8) 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.
  - (9) Share options reported on this line will become exercisable in three equal installments on January 27, 2005, January 27, 2006 and January 27, 2007.
  - (10) Share options reported on this line will become exercisable in three equal installments on February 3, 2006, February 3, 2007 and February 3, 2008.

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.