NEITHERCUT DAVID J
Form 4
November 15, 2005

FORM 4

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

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

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

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(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)
11/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	11/14/2005		M		1,300	A	$ 25.3438	87,379 (1)	D	
Common Shares of Beneficial Interest	11/14/2005		M		1,100	A	$ 25.3438	88,479 (1)	D	
Common Shares of Beneficial Interest	11/14/2005		M		1,700	A	$ 25.3438	90,179 (1)	D	

Common Shares of Beneficial Interest	11/14/2005	M	2,000	A	$ 25.3438	92,179 (1)	D
Common Shares of Beneficial Interest	11/14/2005	M	300	A	$ 25.3438	92,479 (1)	D
Common Shares of Beneficial Interest	11/14/2005	M	100	A	$ 25.3438	92,579 (1)	D
Common Shares of Beneficial Interest	11/14/2005	M	2,700	A	$ 25.3438	95,279 (1)	D
Common Shares of Beneficial Interest	11/14/2005	M	3,300	A	$ 25.3438	98,579 (1)	D
Common Shares of Beneficial Interest	11/14/2005	M	8,400	A	$ 25.3438	106,979 (1)	D
Common Shares of Beneficial Interest	11/14/2005	M	1,200	A	$ 25.3438	108,179 (1)	D
Common Shares of Beneficial Interest	11/14/2005	M	4,200	A	$ 25.3438	112,379 (1)	D
Common Shares of Beneficial Interest	11/14/2005	S	8,400	D	$ 40.25	103,979 (1)	D
Common Shares of Beneficial Interest	11/14/2005	S	300	D	$ 40.26	103,679 (1)	D
Common Shares of Beneficial Interest	11/14/2005	S	2,000	D	$ 40.27	101,679 (1)	D
	11/14/2005	S	1,200	D	$ 40.28	100,479 (1)	D

Common Shares of Beneficial Interest								
Common Shares of Beneficial Interest	11/14/2005	S	1,700	D	$ 40.29	98,779 (1)	D	
Common Shares of Beneficial Interest	11/14/2005	S	1,300	D	$ 40.3	97,479 (1)	D	
Common Shares of Beneficial Interest	11/14/2005	S	2,700	D	$ 40.31	94,779 (1)	D	
Common Shares of Beneficial Interest	11/14/2005	S	4,200	D	$ 40.32	90,579 (1)	D	
Common Shares of Beneficial Interest	11/14/2005	S	1,100	D	$ 40.33	89,479 (1)	D	
Common Shares of Beneficial Interest	11/14/2005	S	3,300	D	$ 40.34	86,179 (1)	D	
Common Shares of Beneficial Interest	11/14/2005	S	100	D	$ 40.35	86,079 (1)	D	
Common Shares of Beneficial Interest						2,874 (2)	I	Limited Partnership
Common Shares of Beneficial Interest						151,177 (3)	I	SERP Account

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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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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (right to buy)	$ 20.0938							01/18/2000	01/18/2009	Common Shares of Beneficial Interest	14
Non-Qualified Stock Option (right to buy)	$ 21.0625							01/24/2001	01/24/2010	Common Shares of Beneficial Interest	65
Non-Qualified Stock Option (right to buy)	$ 23.55							02/07/2004	02/07/2013	Common Shares of Beneficial Interest	10
Non-Qualified Stock Option (right to buy)	$ 25.844							01/18/2002	01/18/2011	Common Shares of Beneficial Interest	67
Non-Qualified Stock Option (right to buy)	$ 27.2							01/16/2003	01/16/2012	Common Shares of Beneficial Interest	79
Non-Qualified Stock Option (right to buy)	$ 27.6							07/11/2002	07/11/2011	Common Shares of Beneficial Interest	65
Non-Qualified Stock Option (right to buy)	$ 29.25							01/27/2004	01/27/2014	Common Shares of Beneficial Interest	11
Non-Qualified Stock Option (right to buy)	$ 31.76							02/03/2005	02/03/2015	Common Shares of Beneficial Interest	13
	$ 25.3438	11/14/2005		M			8,400	01/07/2001	01/07/2008		8

Non-Qualified Stock Option (right to buy)								Common Shares of Beneficial Interest	
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	300	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	3
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	2,000	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	2
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	1,200	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	1
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	1,700	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	1
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	1,300	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	1
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	2,700	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	2
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	4,200	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	4
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	1,100	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	1
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	3,300	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	3
Non-Qualified Stock Option (right to buy)	$ 25.3438	11/14/2005		M	100	01/07/2001	01/07/2008	Common Shares of Beneficial Interest	[illegible]

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEITHERCUT DAVID J TWO NORTH RIVERSIDE PLAZA, SUITE 400 CHICAGO, IL 60606			President	

Signatures

By: Barbara A. Shuman, Attorney-in-fact	11/15/2005
**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) 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.

(9) 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.

(4) Share options reported on this line are fully exercisable.

(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.

(7) 45,136 share options reported herein are currently exercisable; and 22,568 share options will become exercisable on January 18, 2004.

(5) Share options reported on this line are fully exercisable.

(11) Share options reported on this line will become exercisable in three equal installments on February 3, 2006; February 3, 2007 and February 3, 2008.

(12) Share options reported on this line are fully exercisable.

(2) Shares reported on this line are benficially owned by the Benemi Partners, L.P., of which Mr. Neithercut is the general partner.

(8) 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.

(6) 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.

(10) Share options reported on this line will become exercisable in three equal installments on January 27, 2005; January 27, 2006 and January 27, 2007.

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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