

HARPER JAMES D JR

Form 4

March 01, 2006

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARPER JAMES D JR**

(Last) (First) (Middle)

**JDH REALTY COMPANY, 8603  
SOUTH DIXIE HIGHWAY**

(Street)

**MIAMI, FL 33143**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**EQUITY RESIDENTIAL [EQR]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**02/28/2006**

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<br>Security<br>(Instr. 3)         | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares of<br>Beneficial<br>Interest | 02/28/2006                              |                                                             | M                                       | 8,000 A                                                                 | \$ 16.375 18,017                                                                                                   | D                                                                          |                                                                   |
| Common<br>Shares of<br>Beneficial<br>Interest | 02/28/2006                              |                                                             | M                                       | 2,000 A                                                                 | \$ 16.375 20,017                                                                                                   | D                                                                          |                                                                   |
| Common<br>Shares of<br>Beneficial<br>Interest | 02/28/2006                              |                                                             | S                                       | 8,000 D                                                                 | \$ 45.18 12,017                                                                                                    | D                                                                          |                                                                   |

Common  
Shares of  
Beneficial  
Interest      02/28/2006      S      2,000      D      \$ 45.2      10,017      D

Common  
Shares of  
Beneficial  
Interest      31,664 <sup>(1)</sup>      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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of S |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|--------------------------------|
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 22.9688                                                         |                                         |                                                             |                                      |                                                                                                                 | 11/16/2000 05/16/2010                                          | Common<br>Shares of<br>Beneficial<br>Interest                  | 10                             |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 23.375                                                          |                                         |                                                             |                                      |                                                                                                                 | 05/17/2001 05/17/2009                                          | Common<br>Shares of<br>Beneficial<br>Interest                  | 10                             |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 23.55                                                           |                                         |                                                             |                                      |                                                                                                                 | 08/07/2003 02/07/2013                                          | Common<br>Shares of<br>Beneficial<br>Interest                  | 5,                             |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 24.625                                                          |                                         |                                                             |                                      |                                                                                                                 | 05/14/2000 05/14/2008                                          | Common<br>Shares of<br>Beneficial<br>Interest                  | 10                             |
| Non-Qualified<br>Stock Option                       | \$ 25.75                                                           |                                         |                                                             |                                      |                                                                                                                 | 08/04/2000 08/04/2007                                          | Common<br>Shares of                                            | 10                             |

|                                           |           |            |  |   |       |            |            |  |                                      |    |
|-------------------------------------------|-----------|------------|--|---|-------|------------|------------|--|--------------------------------------|----|
| (right to buy)                            |           |            |  |   |       |            |            |  | Beneficial Interest                  |    |
| Non-Qualified Stock Option (right to buy) | \$ 25.865 |            |  |   |       | 11/15/2001 | 05/15/2011 |  | Common Shares of Beneficial Interest | 10 |
| Non-Qualified Stock Option (right to buy) | \$ 27.2   |            |  |   |       | 01/17/2003 | 01/17/2012 |  | Common Shares of Beneficial Interest | 5, |
| Non-Qualified Stock Option (right to buy) | \$ 29.25  |            |  |   |       | 01/28/2004 | 01/28/2014 |  | Common Shares of Beneficial Interest | 5, |
| Non-Qualified Stock Option (right to buy) | \$ 31.76  |            |  |   |       | 02/03/2005 | 02/03/2015 |  | Common Shares of Beneficial Interest | 4, |
| Non-Qualified Stock Option (right to buy) | \$ 42.8   |            |  |   |       | 08/03/2006 | 02/03/2016 |  | Common Shares of Beneficial Interest | 4, |
| Non-Qualified Stock Option (right to buy) | \$ 16.375 | 02/28/2006 |  | M | 8,000 | 05/10/1998 | 05/10/2006 |  | Common Shares of Beneficial Interest | 8, |
| Non-Qualified Stock Option (right to buy) | \$ 16.375 | 02/28/2006 |  | M | 2,000 | 05/10/1998 | 05/10/2006 |  | Common Shares of Beneficial Interest | 2, |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |         |       |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                        | Director      | 10% Owner | Officer | Other |
| HARPER JAMES D JR<br>JDH REALTY COMPANY<br>8603 SOUTH DIXIE HIGHWAY<br>MIAMI, FL 33143 | X             |           |         |       |

## Signatures

By: Barbara Shuman,  
Attorney-in-fact

03/01/2006

\_\_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).
- (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 August 3, 2006; February 3, 2007 and February 3, 2008.
- (1) 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 and were acquired through Equity Residential's Employee Share Purchase Plan.
- (8) 3,333 share options reported herein are exercisable; 1,667 will become exercisable on January 17, 2004.
- (2) Share options reported on this line are fully exercisable.
- (9) Share options reported on this line will become exercisable in three equal installments on July 27, 2004; January 27, 2005 and January 27, 2006.
- (10) Share options reported on this line will become exercisable in three equal installments on August 3, 2005; February 3, 2006 and February 3, 2007.
- (7) 6,668 share options reported herein are currently exercisable; and 3,332 share options will become exercisable on May 15, 2003.
- (3) Share options reported on this line are fully exercisable.
- (4) 1,974 share options reported herein will become exercisable on February 7, 2004; 1,974 share options will become exercisable on February 7, 2005; and 1,973 share options will become exercisable on February 7, 2006.
- (6) Share options reported on this line are fully exercisable.
- (12) Share options reported on this line are fully exercisable.

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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