

EQUITY RESIDENTIAL  
Form 8-K  
March 18, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): March 14, 2013

EQUITY RESIDENTIAL  
(Exact name of registrant as specified in its charter)

|   |                                     |  |
|---|-------------------------------------|--|
| Maryland<br>(State or other jurisdiction<br>of incorporation or organization) | 1-12252<br>(Commission File Number) | 13-3675988<br>(I.R.S. Employer<br>Identification Number) |
|---|-------------------------------------|--|

ERP OPERATING LIMITED PARTNERSHIP  
(Exact Name of Registrant as Specified in its Charter)

|   |                                     |  |
|---|-------------------------------------|--|
| Illinois<br>(State or other jurisdiction<br>of incorporation or organization) | 0-24920<br>(Commission File Number) | 36-3894853<br>(I.R.S. Employer<br>Identification Number) |
|---|-------------------------------------|--|

|  |                     |
|--|---------------------|
| Two North Riverside Plaza<br>Suite 400, Chicago, Illinois<br>(Address of principal executive<br>offices) | 60606<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

## Supplemental Long-Term Compensation Awards for Chairman of the Board and Named Executive Officers

As previously announced, on February 27, 2013, Equity Residential (the “Company”) acquired approximately 60% of the assets and liabilities of Archstone Enterprise LP for total consideration of approximately \$9 billion (“Archstone transaction”). The Archstone transaction was strategically important for the Company and its shareholders as the Company acquired more than 21,000 high quality apartment units in its core markets. The Company also benefited from funding a significant portion of the acquisition with proceeds from the sale of its non-core assets.

On March 14, 2013 (the “Grant Date”), the Company’s Chairman of the Board of Trustees, its executive officers and certain other employees were granted supplemental long-term compensation awards (the “Supplemental Awards”) under the Company’s 2011 Share Incentive Plan (the “2011 Plan”) in recognition of their significant and value added contributions in connection with both the closing of the Archstone transaction and the \$150 million termination fee paid to the Company by the prior owners of Archstone in June 2012. The following table shows the grant date value of the Supplemental Awards awarded to the Company’s Chairman and its executive officers identified as “named executive officers” in the Company’s 2012 Proxy Statement:

| Name and Principal Position   | Number of Shares/LTIP Units | Grant Date Value of Shares/LTIP Units |
|---|-----------------------------|---------------------------------------|
| Samuel Zell<br>Chairman of the Board  | 17,733                      | \$999,964                             |
| David J. Neithercut<br>Chief Executive Officer & President                          | 35,467                      | 1,999,984                             |
| Alan W. George<br>Executive Vice President &<br>Chief Investment Officer            | 17,733                      | 999,964                               |
| Mark J. Parrell<br>Executive Vice President &<br>Chief Financial Officer            | 17,733                      | 999,964                               |
| David S. Santee<br>Executive Vice President – Operations                            | 8,866                       | 499,954                               |
| Frederick C. Tuomi<br>Executive Vice President &<br>President – Property Management | 4,433                       | 249,977                               |

The value of the restricted shares/LTIP Units, which vest in full on March 14, 2016, was calculated based on the closing price of the Company’s common shares on the Grant Date of \$56.39. The recipients of Supplemental Awards are not eligible for the retirement vesting benefits described in the 2012 Proxy Statement if they voluntarily leave the Company or its Board of Trustees prior to January 1, 2014, other than Mr. Tuomi who previously announced his retirement from the Company effective as of June 30, 2013.

LTIP Units are available for issuance under the 2011 Plan as an alternative to restricted common shares and represent a class of limited partnership interests in ERP Operating Limited Partnership, the Company’s operating partnership,

that are exchangeable for common shares of the Company on a one-for-one basis under certain conditions. Distributions are paid on LTIP Units at the same rate as on the Company's common shares and OP Units.

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SIGNATURES

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

Date: March 18, 2013

EQUITY RESIDENTIAL  
By: /s/ Bruce C. Strohm  
Name: Bruce C. Strohm  
Its: Executive Vice President and General Counsel

Date: March 18, 2013

ERP OPERATING LIMITED PARTNERSHIP  
By: Equity Residential, its general partner  
By: /s/ Bruce C. Strohm  
Name: Bruce C. Strohm  
Its: Executive Vice President and General Counsel