

EQUITY RESIDENTIAL

Form 8-K

April 28, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): April 27, 2011

EQUITY RESIDENTIAL

(Exact Name of Registrant as Specified in its Charter)

| | | |
|-----------------------------------|----------------|-------------------|
| Maryland | 1-12252 | 13-3675988 |
| (State or other jurisdiction | (Commission | (I.R.S. |
| of incorporation or organization) | File Number) | Employer |
| | | Identification |
| | | No.) |
| Two North Riverside Plaza | | |

| | |
|--|--------------|
| Chicago, Illinois | 60606 |
| (Address of principal executive offices) | (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 2.02. Results of Operations and Financial Condition.

On April 27, 2011, Equity Residential issued a press release announcing its results of operations and financial condition as of March 31, 2011 and for the quarter then ended. The press release is attached hereto as Exhibit 99.1. The information contained in this report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” with the Securities and Exchange Commission nor incorporated by reference in any registration statement filed by Equity Residential under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

| Exhibit Number | Exhibit |
|---------------------------|---|
| 99.1 | Press Release dated April 27, 2011, announcing the results of operations and financial condition of Equity Residential as of March 31, 2011 and for the quarter then ended. |

SIGNATURES

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

EQUITY RESIDENTIAL

Date: April 27, 2011 By: /s/ Ian S. Kaufman

Name: Ian S. Kaufman

Its: Senior Vice President and Chief Accounting Officer

EXHIBIT INDEX

Exhibit

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|---------------|---|
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