

EQUITY RESIDENTIAL
Form 8-K
December 10, 2009

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): December 9, 2009

EQUITY RESIDENTIAL

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-12252
(Commission File Number)

13-3675988
(IRS Employer
Identification Number)

ERP OPERATING LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

Illinois
(State or other jurisdiction of incorporation or organization)

0-24920
(Commission File Number)

36-3894853
(I.R.S. Employer Identification Number)

Two North Riverside Plaza

Suite 400, Chicago, Illinois
(Address of principal executive offices)

60606
(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 14-d(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 8.01 Other Events.

Equity Residential today announced that its operating partnership, ERP Operating Limited Partnership, has completed its cash tender offers (the Non-Exchangeable Notes Offer) for any and all of its 6.95% Notes due March 2, 2011, 6.625% Notes due March 15, 2012 and 5.50% Notes due October 1, 2012 (the Non-Exchangeable Notes). As a result of the cash tender premium paid by the company in excess of par as well as the non-cash write-off of certain unamortized costs and premiums/discounts related to the Non-Exchangeable Notes, the company will record a charge to earnings and funds from operations (FFO) of approximately \$23.2 million in the fourth quarter of 2009.

A copy of Equity Residential s press release announcing the completion of the Non-Exchangeable Notes Offer is filed herewith as Exhibit 99.1.

The press release is neither an offer to purchase nor a solicitation to buy any of the Non-Exchangeable Notes nor is it a solicitation for acceptance of the Non-Exchangeable Notes Offer. ERP Operating Limited Partnership is making the Non-Exchangeable Notes Offer only by, and pursuant to the terms of, the Offer to Purchase and the related Letter of Transmittal.

Item 9.01 Financial Statements and Exhibits

Exhibit

Number	Description
99.1	Press release of Equity Residential announcing the completion of the Non-Exchangeable Notes Offer by ERP Operating Limited Partnership dated December 10, 2009.

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.

ERP OPERATING LIMITED PARTNERSHIP

By: Equity Residential, its general partner

Date: December 10, 2009

By: /s/ Bruce C. Strohm

Name: Bruce C. Strohm

Its: Executive Vice President and General Counsel

EQUITY RESIDENTIAL

Date: December 10, 2009

By: /s/ Bruce C. Strohm

Name: Bruce C. Strohm

Its: Executive Vice President and General Counsel

EXHIBIT INDEX

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