

EQUITY RESIDENTIAL  
Form 8-K  
February 05, 2009  
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): February 4, 2009**

**EQUITY RESIDENTIAL**  
(Exact Name of Registrant as Specified in its Charter)

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

<b>Chicago, Illinois</b>	<b>60606</b>
(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))

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**Item 2.02. Results of Operations and Financial Condition.**

On February 4, 2009, Equity Residential issued a press release announcing its results of operations and financial condition as of December 31, 2008 and for the year and 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 February 4, 2009, announcing the results of operations and financial condition of Equity Residential as of December 31, 2008 and for the year and quarter then ended.

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**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: February 4, 2009 By: /s/ Ian S. Kaufman

Name: Ian S. Kaufman

Its: First Vice President and Chief Accounting Officer

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**EXHIBIT INDEX**

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