

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name EQUITY RESIDENTIAL		2 Issuer's employer identification number (EIN) 13-3675988	
3 Name of contact for additional information STEVE WARD	4 Telephone No. of contact 312-474-1300	5 Email address of contact SWARD@EQRWORLD.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2 N RIVERSIDE PLAZA, SUITE 450		7 City, town, or post office, state, and Zip code of contact CHICAGO, IL 60606	
8 Date of action 8/20/2012 - REDEMPTION DATE		9 Classification and description 6.48% SERIES N PREFERRED SHARES	
10 CUSIP number 29476L784	11 Serial number(s) N/A	12 Ticker symbol	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ EQUITY RESIDENTIAL REPURCHASED ALL OF THE OUTSTANDING SHARES OF ITS 6.48% PREFERRED 'N' SERIES SHARES AT A PURCHASE PRICE OF \$25.00 PER SHARE. (NOTICE OF REDEMPTION DATE - 7/20/2012; REDEMPTION DATE - 8/20/2012)

THE COMPANY PAID ALL ACCRUED AND UNPAID DIVIDENDS ON THE PREFERRED 'N' SERIES SHARES THROUGH THE DATE OF REPURCHASE.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE REPURCHASE WILL BE TREATED AS A SALE OR EXCHANGE WITHIN THE MEANING OF IRC SECTION 302(b) IF IT (a) IS "SUBSTANTIALLY DISPROPORTIONATE" WITH RESPECT TO THE HOLDER; (b) RESULTS IN A "COMPLETE TERMINATION" OF THE HOLDER'S SHARE INTEREST IN EQUITY RESIDENTIAL; OR (c) IS "NOT ESSENTIALLY EQUIVALENT TO A DIVIDEND" WITH RESPECT TO THE HOLDER. IN DETERMINING WHETHER ANY OF THESE TESTS HAVE BEEN MET, DEPOSITORY SHARES CONSIDERED TO BE OWNED BY THE HOLDER BY REASON OF CERTAIN CONSTRUCTIVE OWNERSHIP RULES SET FOR IN THE IRC, AS WELL AS DEPOSITORY SHARES ACTUALLY OWNED BY THE HOLDER MUST BE TAKEN INTO ACCOUNT. IF A PARTICULAR HOLDER OF DEPOSITORY SHARES OWNS (ACTUALLY OR CONSTRUCTIVELY) NONE OF OUR COMMON SHARES, OR AN INSUBSTANTIAL PERCENTAGE OF THE OUTSTANDING COMMON SHARES, A REDEMPTION OF SHARES OF THAT HOLDER IS LIKELY TO QUALIFY FOR SALE OR EXCHANGE TREATMENT BECAUSE THE REDEMPTION WOULD NOT BE "ESSENTIALLY EQUIVALENT TO A DIVIDEND." HOWEVER, BECAUSE THE DETERMINATION AS TO WHETHER ANY OF THE ALTERNATIVE TESTS OF SECTION 302(b) WILL BE SATISFIED WITH RESPECT TO ANY PARTICULAR SHAREHOLDER DEPENDS ON THE FACTS AND CIRCUMSTANCES AT THE TIME THAT THE DETERMINATION MUST BE MADE, SHAREHOLDERS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS TO DETERMINE SUCH TAX TREATMENT.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ EACH SHAREHOLDER MUST DETERMINE THEIR ADJUSTED TAX BASIS IN THE REPURCHASED SHARES IN ORDER TO CALCULATE THE GAIN OR LOSS TO RECOGNIZE. WE ENCOURAGE SHAREHOLDERS TO CONSULT WITH THEIR PERSONAL TAX ADVISORS AS TO THEIR ADJUSTED TAX BASIS IN THE REPURCHASED SHARES AND THE SPECIFIC TAX TREATMENT.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

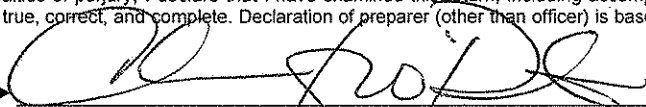
INTERNAL REVENUE CODE SECTIONS 302 AND 1001

18 Can any resulting loss be recognized? ▶ YES, A TAX LOSS MAY BE RECOGNIZED BY SHAREHOLDERS IF THEIR ADJUSTED TAX BASIS IN THE REPURCHASED SHARES EXCEEDS THE NET PROCEEDS RECEIVED PROVIDED THAT THE SHAREHOLDER IS ELIGIBLE FOR SALE OR EXCHANGE TREATMENT.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ ALL ACCRUED DIVIDENDS ON THE 6.48% PREFERRED 'N' SERIES PAID THROUGH THE DATE OF REDEMPTION WILL BE REPORTED AS TAXABLE DIVIDEND INCOME TO THE SHAREHOLDERS ON THEIR 2012 FORM 1099-DIV.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 8/14/2012

Print your name ▶ Christine Fyo Rito Title ▶ AVP

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	