

EQUITY RESIDENTIAL  
Form 15-12B  
September 12, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 15**

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER  
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO  
FILE REPORTS UNDER SECTION 13 AND 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-12252

**EQUITY RESIDENTIAL**

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(Exact name of registrant as specified in its charter)

**2 NORTH RIVERSIDE PLAZA, SUITE 400  
CHICAGO, ILLINOIS 60606  
(312) 474-1300**

(Address, including zip code and telephone number, including area code,  
of registrant's principal executive offices)

**DEPOSITARY SHARES EACH REPRESENTING 1/10 OF A  
9 1/8% SERIES C CUMULATIVE REDEEMABLE PREFERRED SHARE OF BENEFICIAL INTEREST,  
\$0.01 PAR VALUE PER SHARE**

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(Title of each class of securities covered by this Form)  
**COMMON SHARES OF BENEFICIAL INTEREST, \$0.01 PAR VALUE PER SHARE**

**DEPOSITARY SHARES EACH REPRESENTING 1/10 OF A 8.60% SERIES D CUMULATIVE REDEEMABLE PREFERRED  
SHARE OF BENEFICIAL INTEREST, \$0.01 PAR VALUE PER SHARE**

**SERIES E CUMULATIVE CONVERTIBLE PREFERRED SHARES OF BENEFICIAL  
INTEREST, \$0.01 PAR VALUE PER SHARE**

**SERIES H CUMULATIVE CONVERTIBLE PREFERRED SHARES OF BENEFICIAL  
INTEREST, \$0.01 PAR VALUE PER SHARE**

**DEPOSITARY SHARES EACH REPRESENTING 1/10 OF A 6.48% SERIES N CUMULATIVE REDEEMABLE PREFERRED  
SHARE OF BENEFICIAL INTEREST, \$0.01 PAR VALUE PER SHARE**

(Titles of all other classes of securities for which a duty to file  
reports under Section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |                                     |                      |                          |
|----------------------|-------------------------------------|----------------------|--------------------------|
| Rule 12g-4(a)(1)(i)  | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i)  | <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/>            | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i)  | <input type="checkbox"/>            | Rule 12h-3(b)(2)(i)  | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/>            | Rule 12h-3(a)(2)(ii) | <input type="checkbox"/> |
|                      |                                     | Rule 15d-6           | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, Equity Residential has caused this certification/notice to be signed on behalf by the undersigned duly authorized officer.

Dated: September 12, 2006

EQUITY RESIDENTIAL

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