

EQUITY RESIDENTIAL
Form 8-K
April 08, 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 8, 2011**

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

Maryland
(State or other jurisdiction
of incorporation or organization)

1-12252
(Commission File Number)

13-3675988
(I.R.S. 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 60606
(Address of principal executive offices)
Registrant's telephone number: **(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

- (d) On April 8, 2011, Bradley A. Keywell was appointed as a Trustee of Equity Residential (the "Company"). In connection with Mr. Keywell's appointment, the size of the Company's Board of Trustees was increased from 9 to 10. Mr. Keywell was also appointed to serve on the Compensation Committee effective as of such date. The Company has determined that Mr. Keywell is independent of the Company and its management within the meaning of the New York Stock Exchange listing standards.

As a non-employee Trustee, Mr. Keywell will receive the same compensation as other non-employee trustees, which is described in the section entitled "Trustee Compensation" in the Company's Proxy Statement filed with the Securities and Exchange Commission (the "SEC") on April 15, 2010. The Company entered into an Indemnification Agreement with Mr. Keywell in the same form that the Company has entered into with its other trustees and executive officers. The form of the Indemnification Agreement was filed as Exhibit 10.18 to the Company's Form 10-K for the year ended December 31, 2003, filed with the SEC on March 12, 2004.

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 8, 2011

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

**ERP OPERATING LIMITED
PARTNERSHIP**

By: Equity Residential, its general partner

Date: April 8, 2011

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