

**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

(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
6.48% SERIES N CUMULATIVE REDEEMABLE PREFERRED SHARE OF BENEFICIAL INTEREST,
\$0.01 PAR VALUE PER SHARE**

(Title of each class of securities covered by this Form)

COMMON SHARES 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)

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)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(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 its behalf by the undersigned duly authorized person.

Date: August 21, 2012

EQUITY RESIDENTIAL

By: /s/ Robert Garechana
Name: Robert Garechana
Its: First Vice President & Treasurer