

EQUITY RESIDENTIAL
Form 8-K
June 21, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **June 16, 2010**

EQUITY RESIDENTIAL

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-12252
(Commission File Number)

13-3675988
(IRS Employer
Identification Number)

Two North Riverside Plaza
Suite 400, Chicago, Illinois
(Address of principal executive offices)

60606
(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 14-d(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 5.07 Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Shareholders on June 16, 2010. The Company's shareholders voted on three proposals presented at the meeting and all three received the requisite number of votes to pass. The results of the shareholders' votes on the three proposals are as follows:

Proposal I Election of the following trustees to annual terms expiring in 2011 was approved by the following vote:

| Nominee | For | Withheld | Broker Non-Votes |
|---------------------|-------------|------------|------------------|
| John W. Alexander | 210,923,395 | 32,792,087 | 12,665,158 |
| Charles L. Atwood | 216,548,744 | 27,166,738 | 12,665,158 |
| Linda Walker Bynoe | 238,362,660 | 5,352,822 | 12,665,158 |
| Boone A. Knox | 239,717,751 | 3,997,731 | 12,665,158 |
| John E. Neal | 240,777,236 | 2,938,246 | 12,665,158 |
| David J. Neithercut | 240,132,787 | 3,582,695 | 12,665,158 |
| Mark S. Shapiro | 239,873,776 | 3,841,706 | 12,665,158 |
| Gerald A. Spector | 235,096,212 | 8,619,270 | 12,665,158 |
| B. Joseph White | 210,378,139 | 33,337,343 | 12,665,158 |
| Samuel Zell | 232,715,351 | 11,000,131 | 12,665,158 |

Proposal II The ratification of the selection of Ernst & Young LLP as the Company's independent auditor for the year ending December 31, 2010, was approved by the following vote:

| For | Against | Abstain |
|-------------|---------|---------|
| 255,815,351 | 514,391 | 50,897 |

Proposal III A non-binding shareholder proposal relating to majority voting for trustee elections was approved by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|---------|------------------|
| 138,219,901 | 105,230,117 | 265,464 | 12,665,158 |

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: June 21, 2010

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