

EQUITY RESIDENTIAL  
Form 8-K  
December 10, 2009

**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): December 9, 2009**

**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)

# ERP OPERATING LIMITED PARTNERSHIP

(Exact Name of Registrant as Specified in its Charter)

<b>Illinois</b> (State or other jurisdiction of incorporation or organization)	<b>0-24920</b> (Commission File Number)	<b>36-3894853</b> (I.R.S. Employer Identification Number)
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<b>Two North Riverside Plaza</b>  <b>Suite 400, Chicago, Illinois</b> (Address of principal executive offices)	<b>60606</b> (Zip Code)
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**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 8.01 Other Events.**

Equity Residential today announced that its operating partnership, ERP Operating Limited Partnership, has completed its cash tender offers (the Non-Exchangeable Notes Offer ) for any and all of its 6.95% Notes due March 2, 2011, 6.625% Notes due March 15, 2012 and 5.50% Notes due October 1, 2012 (the Non-Exchangeable Notes ). As a result of the cash tender premium paid by the company in excess of par as well as the non-cash write-off of certain unamortized costs and premiums/discounts related to the Non-Exchangeable Notes, the company will record a charge to earnings and funds from operations (FFO) of approximately \$23.2 million in the fourth quarter of 2009.

A copy of Equity Residential s press release announcing the completion of the Non-Exchangeable Notes Offer is filed herewith as Exhibit 99.1.

The press release is neither an offer to purchase nor a solicitation to buy any of the Non-Exchangeable Notes nor is it a solicitation for acceptance of the Non-Exchangeable Notes Offer. ERP Operating Limited Partnership is making the Non-Exchangeable Notes Offer only by, and pursuant to the terms of, the Offer to Purchase and the related Letter of Transmittal.

**Item 9.01 Financial Statements and Exhibits**

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Press release of Equity Residential announcing the completion of the Non-Exchangeable Notes Offer by ERP Operating Limited Partnership dated December 10, 2009.

**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.

**ERP OPERATING LIMITED PARTNERSHIP**

By: Equity Residential, its general partner

Date: December 10, 2009

By: /s/ Bruce C. Strohm

Name: Bruce C. Strohm

Its: Executive Vice President and General Counsel

**EQUITY RESIDENTIAL**

Date: December 10, 2009

By: /s/ Bruce C. Strohm

Name: Bruce C. Strohm

Its: Executive Vice President and General Counsel

**EXHIBIT INDEX**

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