

EQUITY RESIDENTIAL
Form 8-K
June 20, 2005

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 17, 2005**

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)

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)

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14-d(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 **Other Events**

Equity Residential today announced that its operating partnership, ERP Operating Limited Partnership (collectively with Equity Residential, the Company) has entered into a contract dated June 17, 2005 with The Carlyle Group and Extell Development Company to acquire three high-rise apartment towers, currently known as Trump Place, located at 140, 160 and 180 Riverside Boulevard on the Upper West Side of Manhattan for approximately \$816 million. The properties, which were constructed between 1998 and 2003, consist of 1,325 apartment units totaling approximately 1.06 million square feet, approximately 40,000 square feet of retail space and 424 parking spaces.

This transaction is part of a larger transaction in which The Carlyle Group and Extell have agreed to purchase these properties and a large tract of developable land on Manhattan's Upper West Side from a consortium of Hong Kong investors and Donald J. Trump.

The transaction is subject to customary closing conditions, as well as the closing of the larger transaction between The Carlyle Group, Extell and the Hong Kong consortium. The Company anticipates closing in the third or fourth quarter of 2005.

The forward-looking statements contained in this report are based on current expectations, estimates, projections and assumptions made by management. While the Company's management believes the assumptions underlying its forward-looking statements are reasonable, such information is subject to uncertainties and may involve certain risks, many of which are difficult to predict and beyond management's control. As such, these statements are not guarantees of future performance, results or events. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each 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: June 17, 2005

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

EQUITY RESIDENTIAL

Date: June 17, 2005

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