

Easterly Government Properties, Inc.

Form 4

May 18, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Trimble William C.

(Last) (First) (Middle)

C/O EASTERLY GOVERNMENT
PROPERTIES, INC., 2101 L
STREET NW, SUITE 650

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Easterly Government Properties, Inc.
[DEA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) CEO and President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/16/2016		J(1)(2)		5,713	A	\$ 0
					81,713		
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Partnership Units <u>(3)</u>	<u>(3)</u>	05/16/2016		J ⁽¹⁾⁽²⁾	37,959	<u>(3)</u> <u>(3)</u>	Common Stock	37,959

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trimble William C. C/O EASTERLY GOVERNMENT PROPERTIES, INC. 2101 L STREET NW, SUITE 650 WASHINGTON, DC 20037	X		CEO and President	

Signatures

/s/ Alison M. Bernard, Attorney-in-fact for William C.
Trimble

05/18/2016

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects shares of the Issuer's common stock and common units of limited partnership interest ("Partnership Units") in Easterly Government Properties LP (the "Operating Partnership") distributed to the Reporting Person on May 16, 2016 as a result of incentive distributions from U.S. Government Properties Income & Growth Fund, L.P. ("Fund I") and USGP II Investor, LP ("Fund II") and their respective constituent funds in connection with their partial liquidation. The Issuer's common stock and Partnership Units were acquired by Fund I and Fund II and their respective constituent funds as the result of the following transactions that were consummated concurrently with the Issuer's initial public offering on February 11, 2015: (i) Fund I contributed its interests in its property-owning subsidiaries to the Operating Partnership in exchange for Partnership Units, (ii) Fund I purchased from the Issuer shares of common stock for cash in a private placement,

(2) (Continued from footnote 1) (iii) Fund II contributed its interests in its property-owning subsidiaries to the Operating Partnership in exchange for Partnership Units, and in connection therewith received a special distribution of shares of common stock, and (iv) Fund II purchased from the Issuer shares of common stock for cash in a private placement. The Reporting Person received 5,713 shares of common stock and 37,959 Partnership Units from Fund I, Fund II and their respective constituent funds. The liquidation and distribution were completed in accordance with the organizational documents of each of Fund I, Fund II and their respective constituent funds and no amounts were paid in connection with the distributions of these shares of common stock and Partnership Units.

(3) Represents Partnership Units of the Operating Partnership. Each Partnership Unit is redeemable for cash equal to the then fair market value of one share of the Issuer's common stock, except that the Issuer may, at its election, acquire each Partnership Unit so presented for one share of common stock. These redemption rights have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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