

Easterly Government Properties, Inc.

Form 4

March 17, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRATE DARRELL W

(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)
07/30/2015

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) Chairman

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	07/30/2015		P		2,000	A	\$ 15.67	2,000	I	Daughter's UTMA Account ⁽¹⁾
Common Stock	07/30/2015		P		625	A	\$ 15.65	625	I	Daughter's UTMA Account ⁽¹⁾
Common Stock	07/30/2015		P		2,000	A	\$ 15.65	2,000	I	Son's UTMA Account ⁽¹⁾

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Common Stock	07/31/2015	P	625	A	\$ 15.78	625	I	Daughter's UTMA Account ⁽¹⁾
Common Stock	03/08/2016	P	1,000	A	\$ 17.28 ⁽²⁾	3,000	I	Son's UTMA Account ⁽¹⁾
Common Stock	03/15/2017	J ⁽³⁾	35,560	D	\$ 0 ⁽³⁾	45,000	D	
Common Stock						10,893	I	Easterly Holdings II LLC

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

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(9-02)

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

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Partnership Units	⁽⁴⁾	03/15/2017		J ⁽³⁾	100,000	⁽⁴⁾ ⁽⁴⁾	Common Stock 100,000
Partnership Units	⁽⁴⁾					⁽⁴⁾ ⁽⁴⁾	Common Stock 18,210

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRATE DARRELL W C/O EASTERLY GOVERNMENT PROPERTIES, INC. 2101 L STREET NW, SUITE 650 WASHINGTON, DC 20037	X		Chairman	

Signatures

/s/ Alison M. Bernard, Attorney-in-fact for Darrell W.
Crate

03/17/2017

__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) The reporting person disclaims beneficial ownership with respect to the shares of common stock, except to the extent of his pecuniary interest therein.

Represents the weighted average purchase price per share. These shares were purchased in multiple transactions at prices ranging from
(2) \$17.25 to \$17.35 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

- The reporting person transferred 35,560 shares of common stock of the Issuer and 100,000 common units of limited partnership interest
(3) ("Partnership Units") in Easterly Government Properties LP (the "Operating Partnership") to a family member, whose ownership is not attributable to the reporting person.

- Represents Partnership Units of the Operating Partnership. Each Partnership Unit is redeemable for cash equal to the then fair market
(4) 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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