Shifrin Orrin S
Form 4
February 12, 2019

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shifrin Orrin S

(Last) (First) (Middle)

C/O EQUITY COMMONWEALTH, TWO NORTH RIVERSIDE PLAZA, SUITE 2100

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Equity Commonwealth [EQC]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Shares of Beneficial Interest	02/08/2019		M		13,833 (1)	A	(1)	138,635	I	See footnote (2)
Common Shares of Beneficial Interest	02/08/2019		A		20,859 (1)	A	(1)	159,494	I	See footnote (2)
Common Shares of	02/08/2019		F		20,665 (3)	D	$ 32.59	138,829	I	See footnote

Beneficial Interest (2)

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

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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
Restricted Share Units	(4)	02/08/2019		M			13,833	(5)	(5)	Common Stock	13,833
Restricted Share Units	(4)	02/08/2019		A		20,859		(6)	(6)	Common Stock	20,859

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shifrin Orrin S C/O EQUITY COMMONWEALTH TWO NORTH RIVERSIDE PLAZA, SUITE 2100 CHICAGO, IL 60606			EVP, Gen. Counsel & Secretary	

Signatures

/s/ Orrin S. Shifrin	02/12/2019
**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)

Each Common Share of Beneficial Interest of Equity Commonwealth ("Common Share") was received in exchange for one Restricted Share Unit ("RSU"), subject to the terms and conditions set forth in the applicable Equity Commonwealth equity compensation plan and the applicable restricted share unit agreement for the Reporting Person. Reflects Common Shares that were issued to the Reporting Person as a result of certain performance criteria being met with respect to previously granted RSUs and a portion of such RSUs vesting on the Transaction Date.

(2) These shares are held by the Orrin S. Shifrin Revocable Trust, of which the reporting person is the trustee and a beneficiary.

(3) Reflects Common Shares surrendered to the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted Common Shares and RSUs.

(4) Each RSU represents the right to receive one Common Share, subject to the terms and conditions set forth in the applicable Equity Commonwealth equity compensation plan and the applicable restricted share unit agreement for the Reporting Person.

(5) On February 7, 2018, the Reporting Person received 27,667 RSUs as a result of certain performance criteria being met with respect to previously granted RSUs, vesting in two equal installments on February 7, 2018 and in February of 2019, subject to the Reporting Person's continued employment with Equity Commonwealth through such date.

(6) Reflects RSUs that were issued to the Reporting Person as a result of certain performance criteria being met with respect to previously granted RSUs. These RSUs will vest in February of 2020, subject to the Reporting Person's continued employment with Equity Commonwealth through such 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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