

CRATE DARRELL W
Form 4
June 08, 2018

FORM 4

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

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).

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

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

(Street)

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

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

WASHINGTON, DC 20037

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 06/06/2018 | | C | A | \$ 0 (1) | 29,103 | I Easterly Holdings II LLC |
| Common Stock | 06/06/2018 | | J(2) | D | \$ 0 (2) | 0 | I Easterly Holdings II LLC |
| Common Stock | | | | | | 45,000 | D |
| Common | | | | | | 625 | I Daughter's |

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| | | | | |
|--------------|-------|---|--|--|
| Stock | | | | UTMA Account ⁽³⁾ |
| Common Stock | 2,000 | I | | Daughter's UTMA Account ⁽³⁾ |
| Common Stock | 625 | I | | Daughter's UTMA Account ⁽³⁾ ⁽⁴⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
| Partnership Units | ⁽⁵⁾ | 06/06/2018 | | C ⁽¹⁾⁽⁵⁾ | | 18,210 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 18,210 |
| Partnership Units | ⁽⁵⁾ | | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 1,035,400 |

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

06/08/2018

__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) 18,210 common units of limited partnership interest ("Common Units") in Easterly Government Properties LP (the "Operating Partnership"), of which the Issuer is the sole general partner, were redeemed for an equal number of shares of the Issuer's common stock, par value \$0.01 per share ("Common Stock").
 - (2) The reporting person transferred his indirect interest in 29,103 shares of Common Stock to a family member, whose ownership is not attributable to the reporting person.
 - (3) The reporting person disclaims beneficial ownership with respect to the shares of Common Stock, except to the extent of his pecuniary interest therein.
 - (4) The reporting person no longer has a reportable beneficial interest in 3,000 shares of Common Stock owned by his son and included in the reporting person's prior ownership reports.
 - (5) Each Common Unit is redeemable for cash equal to the then fair market value of one share of Common Stock, except that the Issuer may, at its election, acquire each Common 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.