

Easterly Government Properties, Inc.
 Form 4
 May 18, 2016

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 *
 Trimble William C.

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)
 05/16/2016

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

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 Ownership (Instr. 4)
			Code	V Amount (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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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Units ⁽³⁾	<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).
- 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,
- (1) (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.
- (2) 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.
- (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. 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.