SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

	3233-0201
Estimated average bur	den
hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		or Section So(ii) of the investment company Act of 1940	
1. Name and Address of Reporting I Bernard Alison M.	Person*	2. Issuer Name and Ticker or Trading Symbol <u>Easterly Government Properties, Inc.</u> [DEA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First)	(Middle)	1	X Officer (give title Other (specify below) below)
C/O EASTERLY GOVERNM INC.	IENT PROPERTIES,	3. Date of Earliest Transaction (Month/Day/Year) 01/19/2021	EVP & CAO
2101 L STREET NW, SUITE	650	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)			X Form filed by One Reporting Person
WASHINGTON DC	20037		Form filed by More than One Reporting Person
(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. Transa Code (8)	ction	4. Securities Disposed Of 5)		3, 4 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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. Transa Code (8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red sed 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative (Instr. 3 ar	f Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
LTIP Units ⁽¹⁾	(2)	01/19/2021		A		6,093		(2)(3)	(2)	Common Stock	6,093	\$0.00	9,698 ⁽³⁾	D	
LTIP Units ⁽⁴⁾	(2)	01/19/2021		A		3,816		(2)(5)	(2)	Common Stock	3,816	\$0.00	4,585 ⁽⁵⁾	D	

Explanation of Responses:

1. Represents LTIP Units in Easterly Government Properties LP (the "Operating Partnership"), of which the Issuer is the general partner, that were granted as long-term incentive compensation pursuant to the Issuer's 2015 Equity Incentive Plan, subject to certain performance vesting hurdles based on the Issuer's performance from January 4, 2018 through December 31, 2020 (the "2018 Award"), and which were earned upon the determination by the Issuer's compensation committee that the performance vesting hurdles had been achieved.

2. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be converted, at the election of the holder, into a common unit of limited partnership interest in the Operating Partnership (a "Common Unit"). Each Common Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert vested LTIP Units into Common Units and redeem Common Units do not have expiration dates.

3. The total number of derivative securities represents the aggregate of all LTIP Units earned by the reporting person pursuant to the 2018 Award. 50% of the LTIP Units vested when earned and 50% will vest on January 4, 2022, subject to continued employment.

4. Represents LTIP Units in the Operating Partnership, of which the Issuer is the general partner, that were granted as long-term incentive compensation pursuant to the Issuer's 2015 Equity Incentive Plan, subject to certain performance vesting hurdles based on the Issuer's performance from January 2, 2019 through December 31, 2020 (the "2019 Award"), and which were earned upon the determination by the Issuer's compensation committee that the performance vesting hurdles had been achieved.

5. The total number of derivative securities represents the aggregate of all LTIP Units earned by the reporting person pursuant to the 2019 Award. 50% of the LTIP Units vested when earned and 50% will vest on January 2, 2022, subject to continued employment.

Remarks:

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** Signature of Reporting Person Date

01/21/2021

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

* 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).

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

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 Number.

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