FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	DC	205/19	
wasnington,	D.C.	20549	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response: 0.5								

D

	Check this box if no longer subject to	J 17
١	Section 16. Form 4 or Form 5	
J	obligations may continue. See	
	Instruction 1(b).	

Instruction 1(b).			Filed		ant to Section 16(a) ection 30(h) of the I				934	ilous per response.				
Name and Address of Reporting Person* Crate Darrell W					uer Name and Tick terly Governi		-	•	<u>.</u> [DE	1 / 0 1	ationship of Reportin all applicable) Director	g Person(s) to Is		
(Last)	(First)	(Middle)		J						X	Officer (give title below)	Other below)	(specify	
C/O EASTERLY INC.	GOVERNME	NT PROPEI	VIIIO,		te of Earliest Trans 2/2020	action (Month	/Day/Year)			Cha	irman		
2101 L STREET	NW SUITE 65	0		4. If A	Amendment, Date o	f Origin	al File	d (Month/Day/	Year)		vidual or Joint/Group	Filing (Check A	pplicable	
(Street) WASHINGTON	DC	20037								Line)	Form filed by One Form filed by Mor Person			
(City)	(State)	(Zip)												
	-	Table I - No	on-Deriva	tive	Securities Acc	quired	l, Dis	sposed of,	or Bei	neficially	Owned			
Date		2. Transaction Date (Month/Day/	Execution Date, Transacti			4. Securities A Disposed Of (5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(111341.4)	
Common Stock			10/12/20	20		С		5 000(1)	Α	\$0.00(1)	16.029	D		

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 (I 8)		of Deri Sec Acq (A) o Disp of (I	osed D) tr. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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 ⁽⁴⁾	(4)	10/12/2020		C ⁽¹⁾⁽⁴⁾			5,000	(4)	(4)	Common Stock	5,000	\$0.00	30,840 ⁽⁵⁾	D	

S⁽²⁾

5,000

Explanation of Responses:

Common Stock

- 1. 5,000 LTIP units ("LTIP Units") in Easterly Government Properties LP (the "Partnership"), of which the Issuer is the sole general partner, were exchanged for an equal number of common units of limited partnership interest in the Partnership ("Common Units"), which were subsequently redeemed for an equal number of shares of the Issuer's common stock, par value \$0.01 per share ("Common Stock").
- 2. The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 12, 2020.
- 3. Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$22.51 to \$22.90 per share, inclusive. 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 sold at each separate price.
- 4. Represents LTIP Units granted as long-term incentive compensation pursuant to the Issuer's 2015 Equity Incentive Plan, as amended, subject to certain performance vesting hurdles, which were earned based on the Issuer's performance through December 31, 2017 (the "2015 Performance Units"). Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each to the fair market value of a share of the Issuer's Common Stock, except that the Issuer may elect to 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 grant date. These redemption rights have no expiration date.
- 5. Excludes: (i) 635,406 Common Units held indirectly by the Reporting Person through Easterly Capital, LLC, (ii) 66,427 additional LTIP Units held by the Reporting Person that do not constitute 2015 Performance Units, 53,832 of which LTIP Units remain subject to service-based vesting conditions or other transfer restrictions, and (iii) all unearned performance-based LTIP Units held by the Reporting Person that remain subject to performance-based vesting conditions.

Remarks:

/s/ Alison M. Bernard, Attorney-in-fact for Darrell W. 10/14/2020

** Signature of Reporting Person Date

\$22.77⁽³⁾

11,029

D

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).

10/12/2020

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.