FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| Bernaro<br>(Last)  | d Address of Reporting Person*  1 Alison M.  (First) (Middle)  TERLY GOVERNMENT PROPERTIES,  |  |  |               | - <u>Ea</u>                     | Susuer Name and Ticker or Trading Symbol     Easterly Government Properties, Inc. [ DEA ]      Date of Earliest Transaction (Month/Day/Year)     03/06/2020 |              |        |  |  |                    |                                       |  | Relationship of Reporting Person(s) to Issuer heck all applicable)  Director 10% Owner  X Officer (give title below) below)  EVP & CAO |   |  |                                    |  | wner                                  |  |
|--|--|--|--|---------------|---------------------------------|---|--------------|--------|--|--|--------------------|---------------------------------------|--|--|---|--|------------------------------------|--|---------------------------------------|--|
| 2101 L STREET NW, SUITE 650  (Street)  WASHINGTON DC 20037                       |  |  |  |               | 4. If                           | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |              |        |  |  |                    |                                       |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person |  |                                    |  |                                       |  |
| (City)   | (S   | tate)                                      | (Zip)  |               |                                 |   |              |        |  |  |                    |                                       |  |  |   |  |                                    |  |                                       |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |  |               |                                 |   |              |        |  |  |                    |                                       |  |  |   |  |                                    |  |                                       |  |
| 1. Title of Security (Instr. 3)  2. Transacti Date (Month/Day)                   |  |  |  |               | Execution Date,                 |   |              |        |  | 4. Securities Acquired (A) o<br>Disposed Of (D) (Instr. 3, 4 a |                    |                                       | and 5) Securition Benefici             |  | s<br>ally<br>following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  |                                    | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)        |                                       |  |
|  |  |  |  |               |                                 |   |              |        | Code   | v  | Amount             | (A) or<br>(D)                         | Price                                  | - 1  | Transact<br>(Instr. 3 a   | ction(s)   |                                    |  | (111501.4)                            |  |
| Common Stock 03/06/20  |  |  |  |               | 5/2020                          | 020   |              |        | С  |  | 15,000(1)          | A                                     | \$0.00                                 | ) <sup>(1)</sup> 18,0  |   | 074 <sup>(4)</sup>   |                                    | D  |                                       |  |
| Common Stock 03/06/20  |  |  |  | /2020         | 020                             |   |              |        |  | 15,501   | D                  | \$24.6                                | 5 <sup>(2)</sup> 2,5                   |  | 573   |  | D                                  |  |                                       |  |
| Common Stock   |  |  |  |               |                                 |   |              |        |  |  |                    |                                       |  | 6,000  |   |  |                                    | By<br>Parents  |                                       |  |
|  | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |  |               |                                 |   |              |        |  |  |                    |                                       |  |  |   |  |                                    |  |                                       |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deem<br>Executior<br>if any<br>(Month/Da | ed<br>n Date, | 4.<br>Transac<br>Code (II<br>8) | tion  | 5. Number of |        | 6. Date Exercisab<br>Expiration Date<br>(Month/Day/Year) |  | isable and         | ble and 7. Title and Am of Securities |  | De   | B. Price of<br>Derivative<br>Security<br>Instr. 5)  | 9. Numbe<br>derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported<br>Transacti<br>(Instr. 4) | e Ow<br>s For<br>ally Dire<br>or I | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |  |  |  |               | Code                            | v   | (A)          | (D)    | Date<br>Exercis  | able   | Expiration<br>Date | Title                                 | Amount<br>or<br>Number<br>of<br>Shares |  |   |  |                                    |  |                                       |  |
| LTIP<br>Units <sup>(3)</sup>   | (3)  | 03/06/2020                                 |  |               | C <sup>(1)(3)</sup>             | (1)(3)  |              | 15,000 | (3)  |  | (3)                | Common<br>Stock 1                     | 15,000                                 | )   [  | \$0.00  | 22,445   |                                    | D  |                                       |  |

## **Explanation of Responses:**

- 1. 15,000 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 Operating 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. Represents the weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$24.49 to \$24.77 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.
- 3. 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 based on the Issuer's performance through December 31, 2017, and which were earned upon determination that the performance vesting hurdles had been achieved. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be exchanged, at the election of either the holder or the Partnership, into a Common Unit. Each Common Unit may be presented for redemption, at the election of the holder, for cash equal to the fair market value of a hare 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.
- 4. Includes 2,573 shares of Common Stock originally reported as acquired by the reporting person in a Form 4 filed on January 23, 2019, which were subsequently inadvertently omitted from the total amount of securities beneficially owned by the reporting person in a Form 4 filed on March 7, 2019.

## Remarks:

/s/ Alison M. Bernard

03/10/2020

\*\* Signature of Reporting Person

Date

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.