| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden hours per response: 0.5

| 1. Name and Address of Reporting Person [*] Bernard Alison M. | | | 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) | | | | | |
|---|---------------|----------|---|--|---|---------------------------------------|--|--|--|
| | | (Middle) |] | X | Director Officer (give title below) | 10% Owner Other (specify below) | | | |
| (Last) (First) (Middle) C/O EASTERLY GOVERNMENT PROPERTIE INC. | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/18/2019 | | EVP & CAO | | | | |
| 2101 L STREET | NW, SUITE 650 | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Group Filing | (Check Applicable | | | |
| (Street) WASHINGTON | DC | 20037 | | X | Form filed by One Repo Form filed by More thar Person | 0 | | | |
| (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) | | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|------|---|--------|---------------|--------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock ⁽¹⁾ | 01/18/2019 | | Α | | 2,573 | Α | \$0.00 | 3,074 | D | |
| Common Stock | | | | | | | | 6,000 | I | By Parents |

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) | | of Deri Sec Acq (A) o Disp of (I (Ins | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 ⁽²⁾ | (3) | 01/18/2019 | | A | | | 973 | (2)(3) | (3) | Common Stock | 973 | \$0.00 | 973 | D | |
| LTIP Units ⁽⁴⁾ | (3) | 01/18/2019 | | A | | | 2,071 | (3)(4) | (3) | Common Stock | 2,071 | \$0.00 | 2,071 | D | |

Explanation of Responses:

1. Represents shares of the Issuer's common stock ("Common Stock") granted under the Issuer's 2015 Equity Incentive Plan, as amended (the "Plan"), which will vest on January 18, 2021 and January 18, 2022 in accordance with the terms of the award and subject to the reporting person's continued employment.

2. Represents a target number of LTIP Units in Easterly Government Properties LP (the "Operating Partnership"), of which the Issuer is the general partner, granted as long-term incentive compensation pursuant to the Plan that may be earned based on the Issuer's performance through December 31, 2020. Subject to continued employment, 50% of the earned LTIP Units will vest when earned and 50% of the earned LTIP Units will vest on January 2, 2022.

3. 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 ("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.

4. Represents a target number of LTIP Units in the Operating Partnership granted as long-term incentive compensation pursuant to the Plan that may be earned based on the Issuer's performance through December 31, 2021. Subject to continued employment, 50% of the earned LTIP Units will vest when earned and 50% of the earned LTIP Units will vest on January 2, 2023.

Remarks:



01/23/2019 Date

** Signature of Reporting Person

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.