SEC Form 4	
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# 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

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

	s of Reporting Person	*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Easterly Government Properties, Inc.</u> [ DEA	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Kendall Ronald E.</u>			1		Director	10% Owner		
(Last)	(First)	(Middle)	1	X	Officer (give title below)	Other (specify below)		
		. ,	3. Date of Earliest Transaction (Month/Day/Year)	1	EVP - Government H	Relations		
	GOVERNMENT	PROPERTIES,	01/24/2018					
INC.								
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 Report	ing Person		
WASHINGTON	DC	20037			Form filed by More than C Person	One Reporting		
(City)	(State)	(Zip)						
	Te	hial Nam Dariur	tive Coourities Assuired Disposed of an Densfi	aially	Durned			

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any 🤺	3. Transa Code ( 8)	ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	(I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(1150.4)

# 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)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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 <sup>(1)</sup>	(2)	01/24/2018		A		13,489		(2)(3)	(2)	Common Stock	13,489	\$0.00	13,489	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 through December 31, 2017, 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 Imited 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 unit two years from the date of the grant. The rights to convert vested LTIP Units into Common Units do not have expiration dates

3. LTIP Units will vest 50% on February 15, 2018 and 50% on February 6, 2019, subject to continued employment.

### Remarks:

## /s/ Alison M. Bernard,

01/26/2018

\*\* 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.

Attorney-in-fact for Ronald E.

**Kendall**