Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGES	IN BENEFICIAL	<b>OWNERSHIP</b>

**OMB APPROVAL** OMB Number: Estimated average burden 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

1. Name and Address of Reporting Person* <u>Trimble William C.</u>				2. Issuer Name and Ticker or Trading Symbol  Easterly Government Properties, Inc. DEA						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			١ī								X Director		10% O	wner	
(Last)	(F	irst)	(Middle)									X Officer below)	(give title	Other ( below)	specify
C/O EASTERLY GOVERNMENT PROPERT. INC.		PROPERTIE		3. Date of Earliest Transaction (Month/Day/Year) 01/16/2020						President & CEO					
2101 L STREET NW, SUITE 650			4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable					
(Street)											Line	,	led by One	Reporting Perso	n
WASHIN	NGTON D	C	20037										led by More	than One Repo	
(City)	(S	state)	(Zip)									reison	ı		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
Date			Transaction ate Month/Day/Y	Execution Date		Date,	Code (Instr. 5)						Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code V	Amount	(A) or (D)	Price	Transact (Instr. 3 a	ion(s)		(111511. 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date Execution Date if any (Month/Day/Year) (Month/Day/Y		4. Transa Code	4. 5. Number of Ode (Instr. Derivative		ve es ed ed nstr.	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 derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
LTIP Units <sup>(1)</sup>	(2)	01/16/2020		A		26,431		(2)(3)	(2)	Common	26,431	\$0.00	40,077	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, 2019, 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. 50% of the LTIP Units vested when earned and 50% will vest on January 4, 2021, subject to continued employment.

## Remarks:

/s/ Alison M. Bernard, Attorney-in-fact for William C. 01/21/2020 Trimble, III

\*\* 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.