

Easterly Government Properties, Inc.
 Form 4
 August 10, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CRATE DARRELL W

2. Issuer Name and Ticker or Trading Symbol
**Easterly Government Properties, Inc.
 [DEA]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

C/O EASTERLY GOVERNMENT PROPERTIES, INC., 2101 L STREET NW, SUITE 650

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WASHINGTON, DC 20037

(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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | | | | | 80,560 | D | |
| Common Stock | | | | | 10,893 ⁽¹⁾ | I | Easterly Holdings II LLC |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Am | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|-----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Nur Sha |
| Partnership Units ⁽²⁾ | <u>(2)</u> | 08/09/2016 | | J ⁽³⁾ | | 101,051 | <u>(2)</u> | <u>(2)</u> | Common Stock 10 |
| Partnership Units ⁽²⁾ | <u>(2)</u> | 08/09/2016 | | J ⁽³⁾ | | 101,051 | <u>(2)</u> | <u>(2)</u> | Common Stock 10 |
| Partnership Units ⁽²⁾ | <u>(2)</u> | | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock 18 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| CRATE DARRELL W C/O EASTERLY GOVERNMENT PROPERTIES, INC. 2101 L STREET NW, SUITE 650 WASHINGTON, DC 20037 | X | | Chairman | |

Signatures

/s/ Alison M. Bernard, Attorney-in-fact for Darrell W.
Crate 08/10/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Reflects the number of shares of common stock of the Issuer and common units of limited partnership interest ("Partnership Units") in Easterly Government Properties LP (the "Operating Partnership") held indirectly by the Reporting Person as of the date hereof. On December 23, 2015, the aggregate number of shares of common stock of the Issuer and Partnership Units reported as held indirectly by the Reporting Person through USGP II Investor, LP were transferred to Easterly Holdings II LLC, representing a change in form of beneficial ownership in a transaction exempt from Section 16 pursuant to Rule 16a-13. In connection with this transfer, the Reporting Person, through Easterly Holdings II LLC, received an aggregate amount of shares of common stock of the Issuer and Partnership Units substantially equal to the aggregate amount previously reported, though in different proportions of shares of common stock and

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Partnership Units.

- Represents Partnership Units of the Operating Partnership. Each Partnership Unit is redeemable for cash equal to the then fair market value of one share of the Issuer's common stock, except that the Issuer may, at its election, acquire each Partnership Unit so presented for one share of common stock. These redemption rights have no expiration date.
- (2)

- On August 9, 2016, 101,051 Partnership Units were transferred to Easterly Capital, LLC ("Easterly Capital"), which is owned by the Reporting Person, without payment of any purchase price, and the same 101,051 Partnership Units were immediately distributed by Easterly Capital to a former employee of Easterly Capital, as part of a compensatory arrangement for the benefit of and without payment thereof by the former employee.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.