City Office REIT, Inc. Form 4 October 21, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * SHRAIBERG STEPHEN B

(First) (Middle) (Last)

9375 RIVIERA HILLS DR.

(Street)

2. Issuer Name and Ticker or Trading Symbol

City Office REIT, Inc. [CIO]

3. Date of Earliest Transaction (Month/Day/Year) 10/19/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

GREENWOOD VILLAGE, CO 80111

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(A)

or

1. Title of Security (Instr. 3)

(City)

(Month/Day/Year) Execution Date, if

(State)

(Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

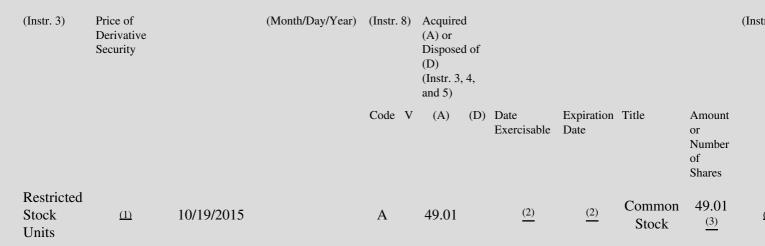
7. Title and Amount of 8. Pr Underlying Securities (Instr. 3 and 4)

1

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHRAIBERG STEPHEN B 9375 RIVIERA HILLS DR. X GREENWOOD VILLAGE, CO 80111

Signatures

/s/ Stephen Shraiberg 10/21/2015

**Signature of Date
Reporting Person

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) Restricted Stock Units convert into common stock on a one-for-one basis.
 - The units represent Restricted Stock Units issuable to the Reporting Person as a dividend equivalency payment with respect to Restricted Stock Units previously issued to the Reporting Person which vest in three substantially equal installments on each of the first three annual
- (2) anniversaries of the initial Grant Date, generally subject to the Participant's continued employment with the Advisor through each applicable vesting date. The Restricted Stock Units reported herein shall vest on the same date and under the same terms as the underlying Restricted Stock Units with respect of which these dividend equivalency units vest.
- (3) Vested shares will be delivered to the reporting person promptly upon vesting of the related restricted stock units.

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.

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