

CRATE DARRELL W  
Form 4  
September 12, 2018

**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 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

## OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/10/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------------------|----------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount              | (A) or (D) Price     |                                                                                               |                                                          |                                                       |
| Common Stock                    | 09/10/2018                           |                                                    | C                              |                                                                   | 8,125<br><u>(1)</u> | A \$ 0<br><u>(1)</u> | 53,125                                                                                        | D                                                        |                                                       |
| Common Stock                    | 09/10/2018                           |                                                    | S <sup>(2)</sup>               |                                                                   | 8,125               | D \$ 20              | 45,000                                                                                        | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                     |                      | 625                                                                                           | I                                                        | Daughter's UTMA Account <sup>(3)</sup>                |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                     |                      | 2,000                                                                                         | I                                                        | Daughter's UTMA                                       |

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|                 |     |   |                                                                        |
|-----------------|-----|---|------------------------------------------------------------------------|
| Common<br>Stock | 625 | I | Account <sup>(3)</sup><br>Daughter's<br>UTMA<br>Account <sup>(3)</sup> |
|-----------------|-----|---|------------------------------------------------------------------------|

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

**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 control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date             | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| LTIP<br>Units <sup>(4)</sup>                        | <u>(4)</u>                                                         | 09/10/2018                              |                                                             | C <sup>(1)(4)</sup>                  |                                                                                                                 | 8,125                                                          |     | <u>(4)</u>                                                          | <u>(4)</u>                     | Common<br>Stock | 8,125                                  |

## Reporting Owners

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

## Signatures

/s/ Alison M. Bernard, Attorney-in-fact for Darrell W.  
Crate 09/12/2018

                    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).

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(1) 8,125 LTIP units ("LTIP Units") in Easterly Government Properties LP (the "Partnership"), of which the Issuer is the sole general partner, were exchanged for an equal number of common units of limited partnership interest in the Operating Partnership ("Common Units"), which were subsequently redeemed for an equal number of shares of the Issuer's common stock, par value \$0.01 per share ("Common Stock").

(2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2018.

(3) The reporting person disclaims beneficial ownership with respect to the shares of Common Stock, except to the extent of his pecuniary interest therein.

(4) Represents LTIP Units granted as long-term incentive compensation pursuant to the Issuer's 2015 Equity Incentive Plan, as amended, subject to certain performance vesting hurdles based on the Issuer's performance through December 31, 2017, and which were earned upon determination that the performance vesting hurdles had been achieved. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be exchanged, at the election of either the holder or the Partnership, into a Common Unit. Each Common 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 elect to 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 grant date. These redemption rights have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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