Easterly Government Properties, Inc.

Form 4

September 02, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ibe Michael P.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Easterly Government Properties, Inc.

(Check all applicable)

[DEA]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify X_ Officer (give title

(Month/Day/Year) 10/21/2015

below) EVP - Dev. and Acquisitions

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

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

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

(A)

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Partnership Units (1)	(1)	10/21/2015		A	12,500	<u>(1)</u>	<u>(1)</u>	Common Stock	12,500	
Partnership Units (1)	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock	70,813	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Ibe Michael P. C/O EASTERLY GOVERNMENT PROPERTIES, INC. 2101 L STREET NW, SUITE 650 WASHINGTON, DC 20037	X		EVP - Dev. and Acquisitions				
Signatures							
Is Alican M. Darnard Attarnay in fact for Michael							

09/02/2016

/s/ Alison M. Bernard, Attorney-in-fact for Michael P. Ibe

> **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).
- Represents common units of limited partnership interest ("Partnership Units") in Easterly Government Properties LP (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, **(1)** 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.
- The Partnership Units were issued on October 21, 2015 in connection with a contribution agreement, pursuant to which an entity wholly owned by the reporting person contributed its interest in a property to the Operating Partnership and received Partnership Units as consideration for the contribution. This transaction was not previously reported due to an inadvertent administrative error.

Remarks:

The reporting person's previously reported direct ownership of 10,000 shares of the Issuer's Common Stock is not being amend

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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.