

Weinberg David S
 Form 4
 February 08, 2018

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 *
 Weinberg David S

(Last) (First) (Middle)

C/O EQUITY
 COMMONWEALTH, TWO
 NORTH RIVERSIDE PLAZA,
 SUITE 2100

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Equity Commonwealth [EQC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/07/2018

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 below)
 EVP & Chief Operating Officer

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 Shares of Beneficial Interest | 02/07/2018 | | A | 17,984 (1) A \$ 28.79 | 156,599 | I | See footnote (2) |
| Common Shares of Beneficial Interest | 02/07/2018 | | F | 7,985 (3) D \$ 28.79 | 148,614 | I | See footnote (2) |

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Share Units | (4) | 02/07/2018 | | A | 17,984 | (5) | (5) | Common Stock | 17,984 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weinberg David S C/O EQUITY COMMONWEALTH TWO NORTH RIVERSIDE PLAZA, SUITE 2100 CHICAGO, IL 60606 | | | EVP & Chief Operating Officer | |

Signatures

/s/ Orrin S. Shifrin,
attorney-in-fact

02/08/2018

**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).
- (1) Reflects common shares that were issued to the Reporting Person as a result of certain performance criteria being met with respect to previously granted restricted share units ("RSUs") and a portion of such RSUs vesting on the Transaction Date.
- (2) These shares are held by the David S. Weinberg Revocable Trust, of which the reporting person is the trustee and a beneficiary.
- (3) Reflects common shares surrendered to the Issuer to satisfy tax withholding obligations in connection with the vesting of RSUs.
- (4) Each RSU represents the right to receive one share of Common Stock of Equity Commonwealth, subject to the terms and conditions set forth in the Equity Commonwealth 2012 Equity Compensation Plan and the Restricted Share Unit Agreement for the Reporting Person.
- (5) These RSUs will vest (i) in February of 2019 on the date the issuer's compensation committee meets to determine the level of achievement of the performance criteria with respect to any performance-based equity awards or, (ii) if there are no such awards, the first

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date on which the issuer's compensation committee meets or takes an action by unanimous written consent in February of 2019, in each case subject to the Reporting Person's continued employment with Equity Commonwealth through such date.

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.