

BROWN JEFFREY DOUGLAS
Form 4
February 08, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN JEFFREY DOUGLAS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP & Chief Accounting Officer

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

(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

CHICAGO, IL 60606

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Shares of Beneficial Interest	02/07/2018		A	423 ⁽¹⁾	A	\$ 28.79	6,115	D
Common Shares of Beneficial Interest	02/07/2018		F	249 ⁽²⁾	D	\$ 28.79	5,866	D

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. Price or Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(3)	02/07/2018		A	423	(4) (4)	Common Stock	423 \$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWN JEFFREY DOUGLAS
C/O EQUITY COMMONWEALTH
TWO NORTH RIVERSIDE PLAZA, SUITE 2100
CHICAGO, IL 60606

SVP & Chief Accounting 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) Reflects common shares surrendered to the Issuer to satisfy tax withholding obligations in connection with the vesting of RSUs.
- (3) 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.

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- (4) 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 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.