

Easterly Government Properties, Inc.
 Form 4
 March 17, 2017

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 *
CRATE DARRELL W

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2015

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

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

(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

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 (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 | 07/30/2015 | | P | 2,000 A \$ 15.67 | 2,000 | I | Daughter's UTMA Account ⁽¹⁾ |
| Common Stock | 07/30/2015 | | P | 625 A \$ 15.65 | 625 | I | Daughter's UTMA Account ⁽¹⁾ |
| Common Stock | 07/30/2015 | | P | 2,000 A \$ 15.65 | 2,000 | I | Son's UTMA Account ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|-------------------------|--------|---|--|
| Common Stock | 07/31/2015 | P | 625 | A | \$ 15.78 | 625 | I | Daughter's UTMA Account ⁽¹⁾ |
| Common Stock | 03/08/2016 | P | 1,000 | A | \$ 17.28 ⁽²⁾ | 3,000 | I | Son's UTMA Account ⁽¹⁾ |
| Common Stock | 03/15/2017 | J ⁽³⁾ | 35,560 | D | \$ 0 ⁽³⁾ | 45,000 | D | |
| Common Stock | | | | | | 10,893 | I | Easterly Holdings II LLC |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Partnership Units | ⁽⁴⁾ | 03/15/2017 | | J ⁽³⁾ | 100,000 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 100,000 |
| Partnership Units | ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 18,210 |

Reporting Owners

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

Signatures

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

03/17/2017

**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) The reporting person disclaims beneficial ownership with respect to the shares of common stock, except to the extent of his pecuniary interest therein.

Represents the weighted average purchase price per share. These shares were purchased in multiple transactions at prices ranging from
 - (2) \$17.25 to \$17.35 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

The reporting person transferred 35,560 shares of common stock of the Issuer and 100,000 common units of limited partnership interest
 - (3) ("Partnership Units") in Easterly Government Properties LP (the "Operating Partnership") to a family member, whose ownership is not attributable to the reporting person.

Represents Partnership Units of the Operating Partnership. Each Partnership Unit is redeemable for cash equal to the then fair market
 - (4) value of one share of the Issuer's common stock, 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.

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.