

Equity Commonwealth  
 Form 4  
 January 25, 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 \*  
**ZELL SAMUEL**

(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)  
 01/24/2017

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)  
 Chairman of the Board

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474  
 (9-02)

**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. 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. Pr Deriv Secur (Instr	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units	(1)	01/24/2017		A(2)	20,972	(1)(2)	(1)(2)	Common Shares	20,972 \$ (

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELL SAMUEL C/O EQUITY COMMONWEALTH TWO NORTH RIVERSIDE PLAZA, SUITE 2100 CHICAGO, IL 60606	X			Chairman of the Board

Signatures

/s/ Orrin S. Shifrin, attorney-in-fact 01/25/2017

\*\*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) Each LTIP Unit will convert automatically into one share of beneficial interest, designated as a unit (an "OP Unit"), in EQC Operating Trust when the LTIP Unit becomes vested and upon equalization of its capital account with the per-unit capital account of the OP Units. OP Units are redeemable for cash or, at the option of Equity Commonwealth, exchangeable for common shares of Equity Commonwealth on a one-for-one basis.
- (2) Represents LTIP Units issued pursuant to the Equity Commonwealth 2015 Omnibus Incentive Plan. The LTIP Units will vest 25% on 1/24/2019, 25% on 1/24/2020 and 50% on 1/24/2021.

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.