

BROWN JEFFREY DOUGLAS

Form 4

October 30, 2018

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

(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)
10/28/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Shares of Beneficial Interest	10/28/2018		M	1,191 (1)	A (1) 7,057	D	
Common Shares of Beneficial Interest	10/28/2018		F	868 (2)	D \$ 29.86 6,189	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Amount of Derivative Security (Instr. 3)
Restricted Share Units	(3)	10/28/2018		M	1,191	(4) (4)	Common Stock	1,191

Reporting Owners

Reporting Owner Name / Address

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

Relationships

Director 10% Owner Officer Other

SVP & Chief Accounting Officer

Signatures

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

10/30/2018

__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) Each Common Share of Beneficial Interest of Equity Commonwealth was received in exchange for one Restricted Share Unit ("RSU"), 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.

(2) Reflects common shares surrendered to the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted common shares and RSUs.

(3) Each RSU represents the right to receive one share of Common Shares of Beneficial Interest 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

Edgar Filing: BROWN JEFFREY DOUGLAS - Form 4

the Reporting Person.

- On November 8, 2017, the Reporting Person received 2,382 RSUs as a result of certain performance criteria being met with respect to
- (4) previously granted RSUs, vesting in two equal installments on November 8, 2017 and October 28, 2018, 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.