

MARKMAN ADAM SCOTT

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

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARKMAN ADAM SCOTT

(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 \_\_\_\_\_ Other (specify  
below) below)  
EVP, CFO & Treasurer

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<br>Security<br>(Instr. 3)         | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------|---|--|---|---|
| Common<br>Shares of<br>Beneficial<br>Interest | 10/28/2018                              |   | M                        | 19,053<br>(1)   | A (1) 143,175  | I   | See<br>footnote<br>(2)  |
| Common<br>Shares of<br>Beneficial<br>Interest | 10/28/2018                              |   | F                        | 19,953<br>(3)   | D \$ 29.86 123,222   | I   | See<br>footnote<br>(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)  | 10/28/2018                           |  | M                              |   | 19,053   |     | (5)   | (5)             | Common Stock  | 19,053                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| MARKMAN ADAM SCOTT<br>C/O EQUITY COMMONWEALTH<br>TWO NORTH RIVERSIDE PLAZA, SUITE 2100<br>CHICAGO, IL 60606 | EVP, CFO<br>& Treasurer          |

## 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).

- Each Common Share of Beneficial Interest of Equity Commonwealth was received in exchange for one Restricted Share Unit ("RSU"),
- (1) 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) These shares are held by The Adam and Sarah Markman Trust, of which the reporting person is the co-trustee and a beneficiary.
  - (3) Reflects common shares surrendered to the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted common shares and RSUs.
  - (4) 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

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the Reporting Person.

- On November 8, 2017, the Reporting Person received 38,106 RSUs as a result of certain performance criteria being met with respect to
- (5) 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.

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