

BROWN JEFFREY DOUGLAS
 Form 4
 February 12, 2019

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/08/2019

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

(Street)
 CHICAGO, IL 60606

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

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Shares of Beneficial Interest	02/08/2019		M	423 ⁽¹⁾	A	<u>(1)</u>	7,391	D
Common Shares of Beneficial Interest	02/08/2019		A	<u>1,147</u> ⁽¹⁾	A	<u>(1)</u>	8,538	D
Common Shares of	02/08/2019		F	746 ⁽²⁾	D	\$	7,792	D
							32.59	

Beneficial Interest

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

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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. Amount or Number of Shares
Restricted Share Units	(3)	02/08/2019		M	423	(4) (4)	Common Stock	423
Restricted Share Units	(3)	02/08/2019		A	1,147	(5) (5)	Common Stock	1,147

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

02/12/2019

**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 ("Common Share") was received in exchange for one Restricted Share Unit ("RSU"), subject to the terms and conditions set forth in the applicable Equity Commonwealth equity compensation plan and

(1) the applicable restricted share unit agreement for the Reporting Person. Reflects Common Shares that were issued to the Reporting Person as a result of certain performance criteria being met with respect to previously granted 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 restricted Common Shares and RSUs.

(3) Each RSU represents the right to receive one Common Share, subject to the terms and conditions set forth in the applicable Equity Commonwealth equity compensation plan and the applicable restricted share unit agreement for the Reporting Person.

(4) On February 7, 2018, the Reporting Person received 846 RSUs as a result of certain performance criteria being met with respect to previously granted RSUs, vesting in two equal installments on February 7, 2018 and in February of 2019, subject to the Reporting Person's continued employment with Equity Commonwealth through such date.

(5) Reflects RSUs that were issued to the Reporting Person as a result of certain performance criteria being met with respect to previously granted RSUs. These RSUs will vest in February of 2020, 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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