

Shifrin Orrin S
 Form 4
 February 12, 2019

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 *
 Shifrin Orrin S

2. Issuer Name and Ticker or Trading Symbol
 Equity Commonwealth [EQC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Gen. Counsel & Secretary

(Last) (First) (Middle)
 C/O EQUITY
 COMMONWEALTH, TWO
 NORTH RIVERSIDE PLAZA,
 SUITE 2100

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

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

CHICAGO, IL 60606
 (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) | | |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Shares of Beneficial Interest | 02/08/2019 | | M | | 13,833 <u>(1)</u> | A | <u>(1)</u> 138,635 | I | See footnote <u>(2)</u> |
| Common Shares of Beneficial Interest | 02/08/2019 | | A | | 20,859 <u>(1)</u> | A | <u>(1)</u> 159,494 | I | See footnote <u>(2)</u> |
| Common Shares of | 02/08/2019 | | F | | 20,665 <u>(3)</u> | D | \$ 32.59 138,829 | I | See footnote |

Beneficial Interest

(2)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Share Units | (4) | 02/08/2019 | | M | 13,833 | (5) | (5) | Common Stock | 13,833 |
| Restricted Share Units | (4) | 02/08/2019 | | A | 20,859 | (6) | (6) | Common Stock | 20,859 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shifrin Orrin S C/O EQUITY COMMONWEALTH TWO NORTH RIVERSIDE PLAZA, SUITE 2100 CHICAGO, IL 60606 | | | EVP, Gen. Counsel & Secretary | |

Signatures

/s/ Orrin S. Shifrin 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).

(1)

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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 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) These shares are held by the Orrin S. Shifrin Revocable Trust, of which the reporting person is the 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 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.

- (5) On February 7, 2018, the Reporting Person received 27,667 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.

- (6) 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. 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.