

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  
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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.

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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)

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 Number of Shares (Instr. 3 and 4)
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

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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.

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