

MARKMAN ADAM SCOTT

Form 4

February 12, 2019

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 *
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)
02/08/2019

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 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)
			Code	V	Amount (A) or (D)	Price	
Common Shares of Beneficial Interest	02/08/2019		M		17,984 (1)	A (1) 152,472	I See footnote (2)
Common Shares of Beneficial Interest	02/08/2019		A		27,117 (1)	A (1) 179,589	I See footnote (2)
Common Shares of	02/08/2019		F		25,321 (3)	D \$ 154,268 32.59	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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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(4)	02/08/2019		M			17,984	(5)	(5)	Common Stock	17,984
Restricted Share Units	(4)	02/08/2019		A		27,116		(6)	(6)	Common Stock	27,116

Reporting Owners

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

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).

- (1) 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

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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 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 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.

- On February 7, 2018, the Reporting Person received 35,968 RSUs as a result of certain performance criteria being met with respect to
- (5) 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.

- Reflects RSUs that were issued to the Reporting Person as a result of certain performance criteria being met with respect to previously
- (6) 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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