

City Office REIT, Inc.
 Form 4
 April 21, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
SHRAIBERG STEPHEN B

(Last) (First) (Middle)
 9375 RIVIERA HILLS DR.
 (Street)

GREENWOOD VILLAGE, CO 80111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
City Office REIT, Inc. [CIO]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/19/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/21/2016		M	488 A 11 58,025		D	
Common Stock					2,000	I	Family Partnership ⁽²⁾
Common Stock					2,000	I	Family Member ⁽²⁾
Common Stock					2,000	I	Spouse ⁽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)	8. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	04/19/2016		A	85.15	<u>(3)</u> <u>(3)</u>	Common Stock	85.15 <u>(4)</u>
Restricted Stock Units	<u>(1)</u>	04/21/2016		M	488	<u>(5)</u> <u>(5)</u>	Common Stock	488

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHRAIBERG STEPHEN B
9375 RIVIERA HILLS DR.
GREENWOOD VILLAGE, CO 80111

X

Signatures

/s/ Stephen Shraiberg 04/21/2016

**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) In accordance with the Company's Equity Incentive Plan (the "Equity Incentive Plan"), Restricted Stock Units (as defined in the Equity Incentive Plan) convert into common stock on a one-for-one basis.
- (2) The Reporting Person disclaims beneficial ownership of these securities as this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.

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The units represent Restricted Stock Units issuable to the Reporting Person as a dividend equivalency payment with respect to Restricted Stock Units previously issued to the Reporting Person which vest in three substantially equal installments on each of the first three annual

- (3) anniversaries of the initial Grant Date, generally subject to the Participant's continued service through each applicable vesting date. The Restricted Stock Units reported herein shall vest on the same date and under the same terms as the underlying Restricted Stock Units with respect of which these dividend equivalency units vest.
- (4) Vested shares will be delivered to the reporting person promptly upon vesting of the related restricted stock units.
- (5) The restricted stock units reported herein have vested and converted to common shares as at April 21, 2016.

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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