

CommonWealth REIT
Form 3/A
June 23, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Shifrin Orrin S
(Last) (First) (Middle)

C/O COMMONWEALTH REIT,Â TWO NORTH RIVERSIDE PLAZA, SUITE 600
(Street)

CHICAGO,Â ILÂ 60606
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/23/2014

3. Issuer Name and Ticker or Trading Symbol
CommonWealth REIT [CWH]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

06/02/2014

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|----------------------------|------------------|-----------------|---------------|------------------------------------|----------|---------------------------------------|--|
| Call Option (right to buy) | 03/26/2014 | 07/22/2014 | Common shares | 2,380,952 <u>(1)</u> <u>(2)</u> | \$ 21 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Call Option (right to buy) | 03/26/2014 | 07/22/2014 | Common shares | 1,666,666 <u>(1)</u> <u>(2)</u> | \$ 24 | I | See footnotes <u>(1)</u> <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shifrin Orrin S C/O COMMONWEALTH REIT TWO NORTH RIVERSIDE PLAZA, SUITE 600 CHICAGO, IL 60606 | Â | Â | Â EVP, Gen. Counsel & Secretary | Â |

Signatures

/s/ Orrin S. Shifrin 06/23/2014

 Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The reporting person disclaims beneficial ownership of these securities, which represent options to purchase shares of the Issuer that were granted by Related Fund Management, LLC ("Related") and Corvex Management LP ("Corvex") to EGI-CW Holdings, L.L.C. ("EGI-CW") pursuant to an agreement entered into between Related, Corvex and EGI-CW on February 11, 2014. EGI-CW is indirectly controlled by Chai Trust Company, LLC, an Illinois limited liability company ("Chai").
- (2) On June 19, 2014, subsequent to the date of the original Form 3, the Orrin S. Shifrin Revocable Trust, of which the reporting person is the trustee and beneficiary, became a member of EGI-CW, effective as of February 5, 2014, thereby resulting in the reporting person having an indirect pecuniary interest in the options as of the date on which the reporting person became an officer of the Company. The reporting person is not an officer or a director of EGI-CW, Chai, or any other controlling person of EGI-CW, and does not have voting or dispositive power over the options, and therefore disclaims beneficial ownership thereof, except to the extent of his pecuniary interest therein.

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.