

Emmett Dan A  
Form 4  
June 01, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
Emmett Dan A

(Last) (First) (Middle)  
808 WILSHIRE  
BOULEVARD, SUITE 200  
(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Douglas Emmett Inc [DEI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/19/2011

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)

Chairman of the Board

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 Beneficial Ownership (Instr. 4)
Common Stock	05/19/2011		G	V 180,000 (1)	D \$ 20.52 3,957,257	I (2)	See Footnote 6.
Common Stock	05/27/2011		S(3)	(4) 100,000	D \$ 20.56 3,857,257	I (2)	See Footnote 6.
Common Stock	05/27/2011		S(3)	(5) 40,000	D \$ 20.56 3,817,257	I (6)	See Footnote 6.

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

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(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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Emmett Dan A 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401	X	X	Chairman of the Board	

## Signatures

/s/ Dan A. Emmett 06/01/2011

\*\*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) Gifts made by the Dan A. Emmett Revocable Living Trust of November 21, 1985 (the "Emmett Living Trust").
- (2) See Footnote 6.
- (3) The sales reported herein were effected pursuant to Rule 1-b5-1 trading plans entered into by the Reporting Person and an entity affiliated with the Reporting Person as of December 22, 2010.
- (4) Shares sold by the Emmett Living Trust.
- (5) Shares sold by Rivermouth Partners, a CA limited partnership ("Rivermouth"), of which the Emmett Living Trust is the general partner.

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- Ownership includes: (i) 3,530,507 shares owned by the Emmett Living Trust; (ii) 128,750 shares owned by the Emmett Foundation, a CA charitable organization, which are disclaimed by the Reporting Person; (iii) 80,000 shares owned by Rivermouth which are disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; and (iv) 78,000 shares owned by certain trusts for the Reporting Person's children for which he is a trustee but disclaims beneficial ownership. Ownership excludes: 12,938,050 partnership common units ("OP Units") of Douglas Emmett Properties, LP beneficially owned by the Reporting Person, of which he disclaims, except to the extent his pecuniary interest therein, 3,079,713 OP Units held by Rivermouth and certain trusts for the Reporting Person's spouse and children and which are exchangeable on a one-for-one basis for Shares. Ownership excludes 255,511 vested stock options (right to buy).

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.