

Emmett Dan A
Form 4
January 06, 2012

FORM 4

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

OMB APPROVAL

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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)
12/20/2011

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2011		G	V	25,000	D	\$ 0	3,146,257	I	See Footnote 3.
Common Stock	12/21/2011		G	V	125,000 (1)	D	\$ 0	3,121,257	I	See Footnote 3.
Common Stock	01/04/2012		C		480,000 (2)	A	\$ 0 (2)	3,601,257	I (3)	See Footnote 3.

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

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271,726 vested stock options (right to buy). Reporting Person disclaims, except to the extent his pecuniary interest therein, 2,399,713 OP Units held by Rivermouth and certain trusts for his spouse and children. Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by the holder for an equivalent number of shares of Issuer's common stock or for the cash value of such shares, at Issuer's election.

- (4) OP Units are redeemable, without consideration, by the holder for an equivalent number of shares of Issuer's common stock or for the cash value of such shares, at Issuer's election.
- (5) Not applicable.
- (6) Of such derivative securities, Reporting Person disclaims, except to the extent his pecuniary interest therein, 2,399,713 OP Units held by Rivermouth and certain trusts for his spouse and children.

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.