

Douglas Emmett Inc
 Form 4
 January 16, 2015

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)
 01/13/2015

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	01/13/2015		J ⁽¹⁾	300,000 A	\$ 0 2,842,857	I	See footnote 9.
Common Stock	01/13/2015		J ⁽²⁾	120,000 A	\$ 0 2,962,857	I	See footnote 9.
Common Stock	01/15/2015		S ⁽³⁾	88,571 ⁽⁴⁾ D	\$ 29.2226 ⁽⁵⁾ 2,874,286	I	See footnote 9.
Common Stock	01/15/2015		S ⁽³⁾	35,429 ⁽⁶⁾ D	\$ 29.2226 2,838,857	I	See footnote

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Common Stock	01/16/2015	S ⁽³⁾	11,429 ⁽⁴⁾	D	⁽⁵⁾ \$ 29.2011 ⁽⁷⁾	2,827,428	I	9. See footnote 9.
Common Stock	01/16/2015	S ⁽³⁾	4,571 ⁽⁶⁾	D	⁽⁵⁾ \$ 29.2011 ⁽⁷⁾	2,822,857 ⁽⁸⁾	I ⁽⁹⁾	9. See footnote 9.

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

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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
Operating Partnership Units ⁽¹⁰⁾	\$ 0 ⁽¹¹⁾	01/13/2015		J ⁽¹²⁾	300,000	⁽¹³⁾	⁽¹³⁾	Common Stock	300,000
Operating Partnership Units ⁽¹⁰⁾	\$ 0 ⁽¹¹⁾	01/13/2015		J ⁽¹⁴⁾	120,000	⁽¹³⁾	⁽¹³⁾	Common Stock	120,000

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		Chairman of the Board	

Signatures

/s/ Ben D. Orlanski by PA for Dan A. Emmett 01/16/2015

**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).
- Common stock of Issuer acquired by the Dan A. Emmett Revocable Trust (the "Trust") upon redemption and exchange of Partnership Common Units ("OP Units") of Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership"). Upon the occurrence of certain events, OP Units are redeemable and may be exchanged without consideration, by the holder, for an equivalent number of shares of Issuer's common stock (the "Shares"), or for the cash value of such Shares at Issuer's option. Issuer is the sole stockholder of the general partner of the Operating Partnership.
- (1) Shares acquired by Rivermouth Partners, a California limited partnership ("Rivermouth") upon redemption and exchange of OP Units of the Operating Partnership. Reporting Person is president of the manager of the general partner of Rivermouth. See also footnote 1.
- (2) The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by the Trust and Rivermouth as of November 18, 2014.
- (3) The aggregate of Shares sold by the Trust on the same day at different prices.
- Represents the weighted average sales price. The Shares were sold at prices ranging from \$29.03 to \$29.585 per share. Full information regarding the number of Shares sold at each price shall be provided to the Securities and Exchange Commission Staff (the "Staff"), Issuer or any security holder, upon request.
- (4) The aggregate number of Shares sold by Rivermouth on the same day at different prices.
- Represents the weighted average sales price. The Shares were sold at prices ranging from \$29.10 to \$29.32 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer or any security holder, upon request.
- (5) Following the sales reported herein, Reporting Person continued to beneficially own 10,100,442 common stock equivalents, including common stock, OP Units, and long term incentive plan units ("LTIP Units"). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable and exchangeable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.
- (6) Shares beneficially owned by Reporting Person include (i) 2,037,107 Shares owned by the Trust; (ii) 633,750 Shares owned by the Emmett Foundation, a California charitable organization, and disclaimed by Reporting Person; (iii) 80,000 Shares owned by Rivermouth and disclaimed by Reporting Person except to the extent of his pecuniary interest therein; and (iv) 72,000 Shares owned by certain trusts for the benefit of Reporting Person's spouse and children of which the Reporting Person is a trustee and has voting and investment power but disclaims beneficial ownership. Derivative securities beneficially owned include 7,264,965 OP Units, 12,620 LTIP Units some of which are subject to vesting, and 274,355 vested stock options (right to buy). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.
- (7) OP Units of the Operating Partnership. Upon the occurrence of certain events, OP Units are redeemable and may be exchanged without consideration, by the holder, for an equivalent number of Shares, or for the cash value of such Shares at Issuer's option. Issuer is the sole stockholder of the general partner of the Operating Partnership.
- (8) See footnote 10.
- (9) OP Units tendered by the Trust for redemption and exchange for an equal number of Shares in accordance with the provisions of the Limited Partnership Agreement of the Operating Partnership.
- (10) Not applicable.
- (11) OP Units tendered by Rivermouth for redemption and exchange for an equal number of Shares in accordance with the provisions of the Limited Partnership Agreement of the Operating Partnership.
- Reporting Person's beneficial ownership of OP Units includes 817,288 OP Units held by Rivermouth and 810,126 OP Units held by certain trusts for the benefit of Reporting Person's spouse and children of which Reporting Person is a trustee. Reporting Person disclaims beneficial ownership of OP Units held by Rivermouth and such trusts, except to the extent of his pecuniary interest, if any, in such OP Units.
- (12)

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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