

Douglas Emmett Inc
 Form 4
 July 01, 2016

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)
 06/23/2016

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)
 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	06/23/2016		G	V	35,034	D	\$ 0	1,593,777	I	See footnote 1.
Common Stock	06/29/2016		M		177,778	A	\$ 21	1,771,555	I	See footnote 1.
Common Stock	06/29/2016		M		26,456	A	\$ 21.87	1,798,011	I	See footnote 1.
Common Stock	06/29/2016		F		161,721	D	\$ 34.79	1,636,290	I ⁽¹⁾	See footnote

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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Employee Stock Options (right to buy) ⁽²⁾	\$ 21	06/29/2016		M	177,778	10/30/2006 10/30/2016	Common Stock	177,778	
Employee Stock Options (right to buy) ⁽²⁾	\$ 21.87	06/29/2016		M	26,456	01/25/2008 12/31/2017	Common Stock	26,456	

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

07/01/2016

 **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) Shares beneficially owned include (i) 1,564,290 Shares owned by the Dan A. Emmett Revocable Trust; and (ii) 72,000 Shares owned by certain trusts f/b/o Reporting Person's spouse and children of which Reporting Person is a trustee with voting and investment power but disclaims beneficial ownership.

(2) Employee stock options (right to buy) ("Options") granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended.

Beneficial ownership: (i) 5,170,188 partnership common units ("OP Units") of Douglas Emmett Properties, LP (the "Operating Partnership"), (ii) 217,288 OP Units held by Rivermouth Partners, A California Limited Partnership, of which Reporting Person is president of the manager of the GP, (iii) 810,126 OP Units held by trusts f/b/o Reporting Person's spouse and children, (iv) 11,559 long term incentive plan units ("LTIP Units") of the Operating Partnership, and (v) 70,121 Options. Upon the occurrence of certain events, OP Units and LTIP Units are redeemable and may be exchanged 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 option. Issuer is the sole stockholder of the general partner of the Operating Partnership. Reporting Person disclaims beneficial ownership of OP Units and LTIP Units described herein except to the extent of his pecuniary interest, if any, therein.

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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