

Emmett Dan A
Form 4
September 25, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
09/21/2017

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	09/21/2017		S <u>(1)</u>		63,400 <u>(2)</u>	D \$ 39.0216 <u>(3)</u>	1,445,225	I	See footnote 6.
Common Stock	09/22/2017		S <u>(1)</u>		36,600 <u>(2)</u>	D \$ 38.9357 <u>(4)</u>	1,408,625 <u>(5)</u>	I <u>(6)</u>	See footnote 6.

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

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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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/ Dan A.
Emmett 09/25/2017

__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) The sales reported herein were effected pursuant to a Rule 10b5-1 trading plan entered into by the Dan A. Emmett Revocable Trust (the "Emmett Trust") as of November 23, 2016.
- (2) The aggregate number of shares ("Shares") of common stock ("Common Stock") of Issuer sold by the Emmett Trust on the same day at different prices.
- Represents the weighted average sales price. The Shares were sold at prices ranging from \$38.70 to \$39.11 per share. Full information
- (3) 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) Represents the weighted average sales price. The Shares were sold at prices ranging from \$38.84 to \$39.27 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 transactions reported herein, Reporting Person continues to beneficially own 4,876,340 Common Stock equivalents, including Common Stock of Issuer, partnership common units ("OP Units") and long term incentive plan units ("LTIP Units") of Douglas Emmett Properties, LP (the "Operating Partnership"). Upon vesting and certain additional criteria, each LTIP Unit can be converted into one OP Unit. Upon the occurrence of certain events, OP Units are redeemable and may be exchanged without consideration by the holder

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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.

- (6) Reporting Person may be deemed to beneficially own (A) Common Stock including (i) an aggregate of 1,342,625 Shares owned by the Emmett Trust, and (ii) 66,000 Shares owned by certain trusts f/b/o Reporting Person's children (the "Children's Trusts") of which Reporting Person is a trustee with voting and investment power; and (B) derivative securities including (i) 3,462,104 OP Units of which 810,126 OP Units are held by the Children's Trusts and a trust f/b/o the Reporting Person's spouse (collectively, the "Family Trusts") of which Reporting Person is a trustee, (ii) 3,169 LTIP Units granted under Issuer's 2006 Omnibus Stock Incentive Plan, as amended, and (iii) 2,442 LTIP Units granted under Issuer's 2016 Omnibus Stock Incentive Plan. Reporting Person disclaims beneficial ownership of Common Stock held by the Children's Trusts and OP Units held by the Family Trusts, 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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