

Emmett Dan A
Form 4
January 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
11/14/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 11/14/2017 | | G | V 46,598 D \$ 0 | 1,296,027 | I | See footnote 2. |
| Common Stock | 12/07/2017 | | G | V 30,000 D \$ 0 | 1,266,027 ⁽¹⁾ | I ⁽²⁾ | See footnote 2. |

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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Long Term Incentive Plan Units ⁽³⁾ | \$ 0 | 12/28/2017 | | A | 3,043 | 12/31/2017 ⁽⁴⁾ 12/28/2027 | Common Stock | 3,043 |

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 01/02/2018

**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) Following the gifts reported herein, Reporting Person continues to beneficially own 4,799,742 common stock equivalents, including common stock ("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"). Issuer is the sole stockholder of the general partner of 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 for an equivalent number of shares of Common Stock or for the cash value of such shares, at Issuer's option.

(2) Reporting Person may be deemed to beneficially own Common Stock including (i) an aggregate of 1,266,027 shares of Common Stock owned by the Emmett Trust, and (ii) 66,000 shares of Common Stock 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. Reporting Person disclaims beneficial ownership of Common Stock owned by the Children's Trusts, except to the extent of his pecuniary interest, if any, therein.

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- LTIP Units granted pursuant to Issuer's 2016 Omnibus Stock Incentive Plan. Upon vesting, each LTIP Unit can be converted into one OP Unit of the Operating Partnership, which is ultimately exchangeable into Common Stock of Issuer, only, if applicable, after a specified
- (3) percentage increase in Gross Asset Values of the assets of the Operating Partnership. LTIP Units not converted into OP Units within 10 years of the grant date will be forfeited. Upon the occurrence of certain events, OP Units are redeemable by the holder, without consideration, for an equivalent number of shares of Issuer's Common Stock or for the cash value of such shares, at Issuer's election.
- (4) LTIP Units vested 25% on December 31, 2017, with the remainder to vest in 25% increments on December 31, 2018, 2019 and 2020.
- In addition to LTIP Units reported herein, Reporting Person's derivative securities include (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
- (5) 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 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. 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.