

Emmett Dan A
Form 4
January 08, 2013

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)
01/04/2013

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	01/04/2013		C	1,200,000 (1)	\$ 0 (2) 4,415,257	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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Number Shares
Partnership Common Units	\$ 0 ⁽⁴⁾	01/04/2013		C	1,200,000	<u>(2)</u>	<u>(2)</u>	Common Stock	1,200,000

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	X	Chairman of the Board	

Signatures

/s/ Dan A.
Emmett

01/08/2013

**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) Common stock of Issuer acquired by the Dan A. Emmett Revocable Living Trust (the "Trust") upon redemption of partnership common units ("OP Units") of Douglas Emmett Properties, L.P., a Delaware limited partnership, whose general partner is wholly owned by Issuer. OP Units are redeemable, 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 election.
- (2) Not applicable.
- (3) Includes: (i) 3,547,507 shares held by the Trust, (ii) 480,000 shares held by Rivermouth Partnership, LP, a California limited partnership ("Rivermouth"), (iii) 315,750 shares held by the Emmett Foundation, a CA charitable organization (the "Foundation"), and (iv) 72,000 shares held by trusts f/b/o the Reporting Person's children (the "Children's Trusts"). The Reporting Person has investment and voting power over shares held by Rivermouth, the Foundation and the Children's Trusts but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (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) Beneficial ownership of OP Units: (i) 7,139,061 OP Units held by the Trust and a community property trust, (ii) 1,537,288 OP Units held by Rivermouth, and (iii) 810,126 OP Units held by trusts f/b/o Reporting Person's spouse and children ("Family Trusts"). The Reporting Person disclaims OP Units held by Rivermouth and the Family Trusts except to the extent of his pecuniary interest therein. Reporting Person also holds (i) 14,420 LTIP Units some of which are subject to vesting, and (ii) 274,355 vested stock options. Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by holder for an equivalent number of shares of common stock of Issuer or the cash value of such shares, at Issuer's election.

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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