

Douglas Emmett Inc
 Form 4
 October 17, 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)
 10/14/2016

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 Ownership (Instr. 4)
Common Stock	10/14/2016		J ⁽¹⁾	300,000 A \$ 0	1,936,290	I	See footnote 4.
Common Stock	10/14/2016		J ⁽²⁾	97,288 A \$ 0	2,033,578 ⁽³⁾	I ⁽⁴⁾	See footnote 4.

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

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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Operating Partnership Units ⁽⁵⁾	\$ 0 ⁽⁶⁾	10/14/2016		J ⁽⁵⁾	300,000	⁽⁷⁾	⁽⁷⁾	Common Stock	300,000
Operating Partnership Units ⁽⁸⁾	\$ 0 ⁽⁶⁾	10/14/2016		J ⁽⁸⁾	97,288	⁽⁷⁾	⁽⁷⁾	Common Stock	97,288

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
10/17/2016

 **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).

Common stock ("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 ("Shares") of 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.

(2) 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 regarding redemption of OP Units.

(3) Following the transactions reported herein, Reporting Person continued to beneficially own 6,398,037 common stock equivalents, including common stock, OP Units and long term incentive plan units ("LTIP Units") of Douglas Emmett Properties, LP (the "Operating Partnership"). 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. Issuer is the sole stockholder of

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the general partner of the Operating Partnership.

- Shares beneficially owned include (i) 1,821,777 Shares owned by the Trust and 42,513 Shares held by a community property trust; (ii) 97,288 Shares owned by Rivermouth, disclaimed by Reporting Person except to the extent of his pecuniary interest therein; and (iii) 72,000 Shares owned by certain trusts f/b/o Reporting Person's spouse and children (the "Trusts") of which Reporting Person is a trustee with voting and investment power but disclaims beneficial ownership. Derivative securities beneficially owned include (i) 4,357,770 OP Units of which Reporting Person disclaims beneficial ownership, except to the extent of his pecuniary interest therein, 810,126 OP Units held by the Trusts, 6,689 LTIP Units, and 70,121 stock options.
- (4)
- (5) OP Units of the Operating Partnership tendered by the Trust for redemption and exchange in accordance with the terms of the Limited Partnership Agreement 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.
- (6)
- (7) Not applicable.
- (8) OP Units of the Operating Partnership tendered by Rivermouth for redemption and exchange in accordance with the terms of the Limited Partnership Agreement of the Operating Partnership.
- Reporting Person's beneficial ownership includes (i) 810,126 OP Units held by the Trusts of which Reporting Person is a trustee, (ii) 6,689 LTIP Units, and (iii) 70,121 stock options. Reporting Person disclaims beneficial ownership of OP Units held by Rivermouth and the Trusts, except to the extent of his pecuniary interest, if any, therein.
- (9)

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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