

Douglas Emmett Inc
 Form 4
 January 26, 2016

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)
 01/21/2016

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 | 12/24/2015 | | G ⁽¹⁾ | V | 161,600 | D | \$ 0 | 2,262,561 | I | See footnotes (9) (10) |
| Common Stock | 12/24/2015 | | G ⁽¹⁾ | V | 117,100 | A | \$ 0 | 2,379,661 | I | See footnotes (9) (10) |
| Common Stock | 01/21/2016 | | J ⁽²⁾ | | 300,000 | A | \$ 0 | 2,679,661 | I | See footnotes (9) (10) |
| Common Stock | 01/21/2016 | | J ⁽³⁾ | | 120,000 | A | \$ 0 | 2,799,661 | I | See footnotes |

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| | | | | | | | | (9) (10) |
|--------------|------------|------------------|-----------------------|---|---------------------------|--------------------------|-------------------|------------------------|
| Common Stock | 01/21/2016 | S ⁽⁴⁾ | 67,500 ⁽⁵⁾ | D | \$ 27.7246 ⁽⁶⁾ | 2,732,161 | I | See footnotes (9) (10) |
| Common Stock | 01/21/2016 | S ⁽⁴⁾ | 27,000 ⁽⁷⁾ | D | \$ 27.7246 ⁽⁶⁾ | 2,705,161 | I | See footnotes (9) (10) |
| Common Stock | 01/22/2016 | S ⁽⁴⁾ | 32,500 ⁽⁵⁾ | D | \$ 28.346 ⁽⁸⁾ | 2,672,661 | I | See footnotes (9) (10) |
| Common Stock | 01/22/2016 | S ⁽⁴⁾ | 13,000 ⁽⁷⁾ | D | \$ 28.346 ⁽⁸⁾ | 2,659,661 ⁽⁹⁾ | I ⁽¹⁰⁾ | See footnotes (9) (10) |

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

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SEC 1474
(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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Operating Partnership Units ⁽¹¹⁾ | \$ 0 ⁽¹²⁾ | 01/21/2016 | | J ⁽¹³⁾ | 300,000 | ⁽¹⁴⁾ ⁽¹⁴⁾ | Common Stock 300,000 |
| Operating Partnership Units ⁽¹¹⁾ | \$ 0 ⁽¹²⁾ | 01/21/2016 | | J ⁽¹⁵⁾ | 120,000 | ⁽¹⁴⁾ ⁽¹⁴⁾ | Common Stock 120,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Emmett Dan A 808 WILSHIRE BOULEVARD SUITE 200 | X | | Chairman of the Board | |

SANTA MONICA, CA 90401

Signatures

/s/ Ben D. Orlanski by PA for Dan A.
Emmett

01/26/2016

__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) Includes gift to the Emmett Foundation, a California charitable organization (the "Foundation"), of which the Reporting Person has sole voting and dispositive power. Beneficial ownership of shares held by the Foundation is disclaimed by the Reporting Person.

(2) 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 of Issuer's common stock (the "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.

(3) 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.

(4) The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by the Dan A Emmett Revocable Trust (the "Trust") and Rivermouth Partners, A California Limited Partnership ("Rivermouth"), as of November 18, 2014. Reporting Person is president of the manager of the general partner of Rivermouth.

(5) The aggregate of Shares sold by the Trust on the same day at different prices.

(6) Represents the weighted average sales price. The Shares were sold at prices ranging from \$27.44 to \$28.05 per share. Full information 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.

(7) The aggregate number of Shares sold by Rivermouth on the same day at different prices.

(8) Represents the weighted average sales price. The Shares were sold at prices ranging from \$27.96 to \$28.50 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.

(9) Following the sales reported herein, Reporting Person continued to beneficially own 8,261,408 common stock equivalents, including common stock, partnership common units ("OP Units") of Douglas Emmett Properties, LP (the "Operating Partnership"), and long term incentive plan units ("LTIP Units") of 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 the general partner of the Operating Partnership.

(10) Shares beneficially owned include (i) 1,756,811 Shares owned by the Trust; (ii) 750,850 Shares owned by the Emmett Foundation, a CA charitable organization, disclaimed by Reporting Person; (iii) 80,000 Shares owned by Rivermouth; (iv) 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. Derivative securities beneficially owned include (i) 5,590,188 OP Units of which Reporting Person disclaims beneficial ownership, except to the extent of his pecuniary interest therein, 337,288 OP Units held by Rivermouth and 810,126 OP Units held by trusts f/b/o Reporting Person's spouse and children, 11,559 LTIP Units, and 274,355 stock options.

(11) OP Units 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.

(12) See footnote 11.

(13) OP Units tendered by the Trust for redemption and exchange for an equal number of Shares in accordance with the provisions of the Limited Partnership Agreement of the Operating Partnership.

(14) Not applicable.

(15) OP Units tendered by Rivermouth for redemption and exchange for an equal number of Shares in accordance with the provisions of the Limited Partnership Agreement of the Operating Partnership.

(16)

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Reporting Person's beneficial ownership of OP Units includes 337,288 OP Units held by Rivermouth and 810,126 OP Units held by certain trusts for the benefit of Reporting Person's spouse and children of which Reporting Person is a trustee. Reporting Person disclaims beneficial ownership of OP Units held by Rivermouth and such trusts, except to the extent of his pecuniary interest, if any, in such OP Units.

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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