

Douglas Emmett Inc
 Form 4
 September 22, 2014

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)
 09/18/2014

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	09/18/2014		S ⁽¹⁾		79,071 ⁽²⁾	D	\$ 26.5104 ⁽³⁾
							2,628,986
Common Stock	09/18/2014		S ⁽¹⁾		31,629 ⁽⁴⁾	D	\$ 26.5104 ⁽³⁾
							2,597,357
Common Stock	09/19/2014		S ⁽¹⁾		20,929 ⁽²⁾	D	\$ 26.4768 ⁽⁵⁾
							2,576,428
Common Stock	09/19/2014		S ⁽¹⁾		8,371 ⁽⁴⁾	D	\$ 26.4768
							2,568,057

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						⁽⁵⁾			
Common Stock	09/19/2014		J ⁽⁶⁾	300,000	A	\$ 0	2,868,057	I	10. See footnote 10.
Common Stock	09/19/2014		J ⁽⁷⁾	120,000	A	\$ 0	2,988,057 ⁽⁸⁾ ₍₉₎	I ⁽¹⁰⁾	10. See footnote 10.

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

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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
Partnership Common Units ⁽¹¹⁾	\$ 0 ⁽¹²⁾	09/19/2014		J ⁽¹³⁾	300,000	⁽¹⁴⁾	⁽¹⁴⁾	Common Stock	300,000
Partnership Common Units ⁽¹¹⁾	\$ 0 ⁽¹²⁾	09/19/2014		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 SANTA MONICA, CA 90401	X		Chairman of the Board	

Signatures

/s/ Ben D. Orlanski by PA for Dan A. Emmett 09/22/2014

**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 Rule 10b5-1 trading plans entered into by Reporting Person and Rivermouth Partners, a California limited partnership ("Rivermouth"), as of December 18, 2012.
- (2) The aggregate of shares of common stock of Issuer (the "Shares") sold by the Dan A. Emmett Revocable Living Trust (the "Trust") on the same day at different prices.
- Represents the weighted average sales price. The Shares were sold at prices ranging from \$26.37 to \$26.85 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 a security holder of Issuer, upon request.
- (3) The aggregate of Shares sold by Rivermouth on the same day at different prices.
- Represents the weighted average sales price. The Shares were sold at prices ranging from \$26.37 to \$26.58 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer, or a security holder of Issuer, upon request.
- (4) Shares of Issuer acquired by the Trust upon redemption of OP Units (defined below).
- (5) Acquisition of Shares by Rivermouth upon redemption of OP Units (defined below).
- (6) In the Form 4 filed 8/27/2014, Reporting Person inadvertently reported beneficial ownership of 2,708,058 Shares whereas the correct number was 2,708,057 Shares. Beneficial ownership in this Form 4 is based on the correct number of Shares
- Following the transactions reported herein, Reporting Person continued to beneficially own 10,681,288 common stock equivalents, including common stock, partnership common units (OP Units) of Douglas Emmett Properties, LP, and long term incentive plan units ("LTIP Units"). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.
- (7) Shares beneficially owned by Reporting Person include (i) 2,327,307 Shares owned by the Trust; (ii) 468,750 Shares owned by the Emmett Foundation, a California charitable organization, and disclaimed by Reporting Person; (iii) 120,000 Shares owned by Rivermouth and disclaimed by Reporting Person except to the extent of his pecuniary interest therein; and (iv) 72,000 Shares owned by certain trusts for the benefit of Reporting Person's spouse and children of which the Reporting Person is a trustee and has voting and investment power but disclaims beneficial ownership. Derivative securities beneficially owned include 7,684,965 OP Units, 8,266 LTIP Units some of which are subject to vesting, and 274,355 vested stock options (right to buy). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.
- (8) Partnership Common Units ("OP Units") of Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership"). Issuer is the sole stockholder of the general partner of the Operating Partnership.
- In accordance with the provisions of the Limited Partnership Agreement (the "LP Agreement") of the Operating Partnership, upon the occurrence of certain events, OP Units are redeemable, without consideration, by the holder for an equivalent number of Shares for the cash value of such Shares, at Issuer's option.
- (9) OP Units held by the Trust redeemed for Shares in accordance with the terms of the LP Agreement.
- (10) Not applicable.
- (11) OP Units of the Operating Partnership held by Rivermouth redeemed for Shares in accordance with the provisions of the LP Agreement.

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. 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.