

Douglas Emmett Inc
 Form 4
 May 26, 2015

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)
 05/21/2015

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 | (D) | Price |
| Common Stock | 05/21/2015 | | S ⁽¹⁾ | | 57,101 ⁽²⁾ | D | \$ 29.5609 ⁽³⁾ |
| | | | | | | | 2,765,756 |
| Common Stock | 05/21/2015 | | S ⁽¹⁾ | | 22,840 ⁽⁴⁾ | D | \$ 29.5609 ⁽³⁾ |
| | | | | | | | 2,742,916 |
| Common Stock | 05/22/2015 | | S ⁽¹⁾ | | 42,899 ⁽²⁾ | D | \$ 29.5532 ⁽⁵⁾ |
| | | | | | | | 2,700,017 |
| Common Stock | 05/22/2015 | | S ⁽¹⁾ | | 17,160 | D | \$ 29.5532 |
| | | | | | | | 2,682,057 ⁽⁶⁾ |

(5)

7.

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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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

05/26/2015

**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).

- The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by the Dan A Emmett Revocable Trust (the (1) "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.
- (2) The aggregate of Shares sold by the Trust on the same day at different prices.

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- Represents the weighted average sales price. The Shares were sold at prices ranging from \$29.33 to \$29.74 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.
- (3) 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.
- (4) The aggregate number of Shares sold by Rivermouth on the same day at different prices.
- (5) Represents the weighted average sales price. The Shares were sold at prices ranging from \$29.30 to \$29.72 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.

- Following the sales reported herein, Reporting Person continued to beneficially own 9,540,442 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.
- (6) 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.

- Shares beneficially owned include (i) 1,937,107 Shares owned by the Trust; (ii) 633,750 Shares owned by the Emmett Foundation, a CA charitable organization, disclaimed by Reporting Person; (iii) 40,000 Shares owned by Rivermouth, disclaimed by Reporting Person except to the extent of his pecuniary interest therein; (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) 6,850,188 OP Units of which Reporting Person disclaims beneficial ownership, except to the extent of his pecuniary interest therein, 697,288 OP Units held by Rivermouth and 810,125 OP Units held by trusts f/b/o Reporting Person's spouse and children, (ii) 7,397 LTIP Units, and (iii) 274,355 stock options.
- (7) children of which Reporting Person is a trustee with voting and investment power but disclaims beneficial ownership. Derivative securities beneficially owned include (i) 6,850,188 OP Units of which Reporting Person disclaims beneficial ownership, except to the extent of his pecuniary interest therein, 697,288 OP Units held by Rivermouth and 810,125 OP Units held by trusts f/b/o Reporting Person's spouse and children, (ii) 7,397 LTIP Units, and (iii) 274,355 stock options.

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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