

Kamer William
 Form 4
 November 12, 2010

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 *
 Kamer William

(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)
 11/09/2010

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)
 Chief Financial Officer, Secy

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 or (D) Price | | | |
| Common Stock | 11/09/2010 | | C ⁽¹⁾ | 85,984 A \$ 0 | 181,184 | D | |
| Common Stock | 11/09/2010 | | S | 138,519 D \$ 17.818 | 42,665 | D | |

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

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SEC 1474 (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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Partnership Common Units | <u>(2)</u> | 11/09/2010 | | C | 85,984 | 03/30/2010 | <u>(3)</u> | Common Stock | 85,984 |
| Employee Stock Options (right to buy) | \$ 21 | | | | | 01/01/2008 ⁽⁵⁾ | 10/30/2016 | Common Stock | 38,000 |
| Employee Stock Options (right to buy) | \$ 21.87 | | | | | 01/25/2008 ⁽⁶⁾ | 12/31/2017 | Common Stock | 15,000 |
| Employee Stock Options (right to buy) | \$ 11.42 | | | | | 01/12/2009 ⁽⁷⁾ | 12/31/2018 | Common Stock | 29,000 |
| Employee Stock Options (right to buy) | \$ 15.05 | | | | | 01/19/2010 ⁽⁸⁾ | 12/31/2019 | Common Stock | 11,000 |
| Long Term Incentive Plan Units (LTIPs) | <u>(9)</u> | | | | | 12/31/2010 ⁽¹⁰⁾ | <u>(3)</u> | Common Stock | 2,000 |
| Long Term Incentive Plan Units (LTIPs) | <u>(9)</u> | | | | | 12/31/2010 ⁽¹¹⁾ | <u>(3)</u> | Common Stock | 3,000 |
| Long Term Incentive Plan Units | <u>(9)</u> | | | | | 12/31/2010 ⁽¹²⁾ | <u>(3)</u> | Common Stock | 12,000 |

(LTIPs)

Long Term
Incentive
Plan Units

(9)

01/19/2010(13)

(3)

Common
Stock

24

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kamer William 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401 | | | Chief Financial Officer, Secy | |

Signatures

/s/ Theodore E. Guth by PA for William
Kamer

11/11/2010

__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).
- Acquisition of common stock of Issuer pursuant to tender of Partnership Common Units ("OP Units") of Douglas Emmett Properties, LP, of which the Issuer is the sole stockholder of the general partner. OP Units are exchangeable for common stock of Issuer on a one-for-one basis without consideration.
- (1) LP, of which the Issuer is the sole stockholder of the general partner. OP Units are exchangeable for common stock of Issuer on a one-for-one basis without consideration.
 - (2) OP Units are exchangeable for common stock of Issuer on a one-for-one basis without consideration.
 - (3) Not applicable.
 - (4) OP Units received upon conversion of vested and booked up long term incentive plan units ("LTIPs") in Douglas Emmett Properties, LP, granted to the Reporting Person pursuant to Issuer's 2006 Equity Incentive Plan.
 - (5) Options vest 25% on each January 1 of 2008, 2009, 2010 and after January 1, 2011.
 - (6) Options vest 25% on January 1, 2008 and on each December 31 of 2008, 2009 and 2010.
 - (7) Options vest 25% on January 12, 2009, and 25% on each December 31 of 2009, 2010, and 2011.
 - (8) Options vested 50% on January 19, 2010, and one-third of the remaining 50% on each December 31 of 2010, 2011 and 2012.
 - (9) LTIP Units are convertible into common stock of the Issuer on a one-for-one basis.
 - (10) Balance of LTIPs granted on October 30, 2006 which vests on December 31, 2010.
 - (11) Balance of LTIPs granted on January 25, 2008 which vests on December 31, 2010.
 - (12) Balance of LTIPs granted January 12, 2009 which vests 50% on each December 31 of 2010 and 2011.
 - (13) LTIPs granted January 19, 2010 of which 50% are vested. The balance vests one-third on each December 31 of 2010, 2011 and 2012.

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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