

Emmett Dan A
 Form 4/A
 September 29, 2011

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)
 09/27/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/29/2011

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	09/27/2011		S ⁽¹⁾		100,000 ⁽²⁾	D	\$ 17.67	3,497,257	I	See Footnote 4 for explanation of ownership.
Common Stock	09/27/2011		S ⁽¹⁾		40,000 ⁽³⁾	D	\$ 17.56	3,457,257	I ⁽⁴⁾	See Footnote 4 for explanation of ownership.

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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 Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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	X	Chairman of the Board	

Signatures

/s/ Theodore E. Guth by PA for Dan A.
Emmett

09/29/2011

__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 as of December 22, 2010 by the Reporting Person and an entity affiliated with the Reporting Person.
- (2) Shares sold by the Dan A. Emmett Revocable Living Trust dated November 21, 1985 (the "Emmett Living Trust").
- (3) Shares sold by Rivermouth Partners, a CA limited partnership ("Rivermouth"), of which the Emmett Living Trust is the general partner.
- (4) Ownership includes: (i) 3,130,507 shares owned by the Emmett Living Trust; (ii) 128,750 shares owned by the Emmett Foundation, a California charitable organization, and disclaimed by the Reporting Person; (iii) 120,000 shares owned by Rivermouth which are disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; and (iv) 78,000 shares owned by certain trusts

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for the Reporting Person's children for which he is a trustee but as to which he disclaims beneficial ownership. Ownership excludes: 12,741,932 partnership common units ("OP Units") of Douglas Emmett Properties, LP beneficially owned by the Reporting Person, of which he disclaims, except to the extent of his pecuniary interest therein, 2,879,713 OP Units held by Rivermouth and certain trusts for the Reporting Person's spouse and children which are exchangeable on a one-for-one basis for Issuer's common stock. Ownership excludes 255,511 fully vested stock options (right to buy).

Remarks:

This Form 4/A is filed solely to eliminate Footnote 5 which was inadvertently included in the original Form 4 filed on September 1, 2010.

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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