

Emmett Dan A
Form 4
October 28, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)
10/27/2011

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)
Common Stock	10/27/2011		S ⁽¹⁾	100,000 ⁽²⁾ D	\$ 19.28 3,357,257	I	See Footnote 4 for explanation of ownership.
Common Stock	10/27/2011		S ⁽¹⁾	40,000 ⁽³⁾ D	\$ 19.38 3,317,257	I ⁽⁴⁾ ⁽⁵⁾	See Footnote 4 for explanation of ownership.

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the Reporting Person except to the extent of his pecuniary interest therein; and (iv) 78,000 Shares owned by certain trusts 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 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 vested stock options (right to buy).

- (5) Following the sales reported herein, the Reporting Person continued to beneficially own 16,060,637 common stock equivalents, including common stock and OP Units, subject to the ownership disclaimer in Footnote 4.

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.