

Douglas Emmett Inc
 Form 4
 July 01, 2016

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)
 06/23/2016

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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|-----------------------------------|-----------------|
| Common Stock | 06/23/2016 | | G | V | 35,034 | D \$ 0 | 1,593,777 | I | See footnote 1. |
| Common Stock | 06/29/2016 | | M | | 177,778 | A \$ 21 | 1,771,555 | I | See footnote 1. |
| Common Stock | 06/29/2016 | | M | | 26,456 | A \$ 21.87 | 1,798,011 | I | See footnote 1. |
| Common Stock | 06/29/2016 | | F | | 161,721 | D \$ 34.79 | 1,636,290 | I ⁽¹⁾ | See footnote |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Options (right to buy) ⁽²⁾ | \$ 21 | 06/29/2016 | | M | 177,778 | 10/30/2006 10/30/2016 | Common Stock | 177,778 | |
| Employee Stock Options (right to buy) ⁽²⁾ | \$ 21.87 | 06/29/2016 | | M | 26,456 | 01/25/2008 12/31/2017 | Common Stock | 26,456 | |

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 07/01/2016

__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) Shares beneficially owned include (i) 1,564,290 Shares owned by the Dan A. Emmett Revocable Trust; and (ii) 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.

(2) Employee stock options (right to buy) ("Options") granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended.

Beneficial ownership: (i) 5,170,188 partnership common units ("OP Units") of Douglas Emmett Properties, LP (the "Operating Partnership"), (ii) 217,288 OP Units held by Rivermouth Partners, A California Limited Partnership, of which Reporting Person is president of the manager of the GP, (iii) 810,126 OP Units held by trusts f/b/o Reporting Person's spouse and children, (iv) 11,559 long term incentive plan units ("LTIP Units") of the Operating Partnership, and (v) 70,121 Options. Upon the occurrence of certain events, OP Units and LTIP Units are redeemable and may be exchanged without consideration, by the holder, for an equivalent number of shares of Issuer's common stock, or for the cash value of such shares at Issuer's option. Issuer is the sole stockholder of the general partner of the Operating Partnership. Reporting Person disclaims beneficial ownership of OP Units and LTIP Units described herein except to the extent of his pecuniary interest, if any, therein.

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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