Kamer William Form 4 December 06, 2010

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Kamer William

(Middle)

(First)

808 WILSHIRE **BOULEVARD, SUITE 200**

(Street)

SANTA MONICA, CA 90401

2. Issuer Name and Ticker or Trading Symbol

Douglas Emmett Inc [DEI]

3. Date of Earliest Transaction (Month/Day/Year)

12/02/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify below) below)

6. Individual or Joint/Group Filing(Check

Chief Financial Officer, Secy

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. P Underlying Securities (Instr. 3 and 4)

Der Sec

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(Instr. 3)	Price of Derivative Security	(Mo	onth/Day/Year)	(Instr.		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Long Term Incentive Plan	(2)	12/02/2010		A		94,843		(3)	<u>(4)</u>	Common Stock	94,843	

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

Units (1)

/s/ Theodore E. Guth by PA for William
Kamer 12/06/2010

**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).

Represents long-term incentive plan units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating Partnership"). The Issuer is the sole stockholder of the general partner of the Operating Partnership. LTIP Units have full parity with the common limited partnership units (the "Common Units") for all purposes and may be converted into an equal number of Common Units on a real for one having at any time. Uncornation of redementing Common Units are adaptable for each based on the fair more lateral partnership.

- on a one-for-one basis at any time. Upon notice of redemption, Common Units are redeemable for cash based on the fair market value of an equivalent number of shares of the Issuer's common stock, or, at the election of the Issuer, for an equal number of shares the Issuer's common stock.
- (2) LTIP Units are convertible into common stock of the Issuer on a one-for-one basis beginning two years after date of vesting.
- (3) LTIP Units vest one-half on December 31, 2010 with the remainder vesting one-third on each December 31 of 2011, 2012 and 2013
- (4) Not applicable.
- (5) Reporting Person also owns (i) 25,375 LTIP Units granted October 30, 2006; (ii) 3,287 LTIP Units granted January 25, 2008; (iii) 12,040 LTIP Units granted January 12, 2009 and (iv) 24,364 LTIP Units granted January 19, 2010.

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.

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