

ANDERSON CHRISTOPHER H
 Form 4
 December 05, 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 *
 ANDERSON CHRISTOPHER H

(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)
 12/01/2011

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Price | | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
|---|------------------------------------|------------------|------------|---|------|---|-----|-----|------------------|--------------------|-----------------|----------------------------------|
| Long Term Incentive Plan Units (1) | \$ 0 (2) | 12/01/2011 | A | 573 | | | | | 12/31/2011(3) | (4) | Common Stock | 573 |
| Long Term Incentive Plan Units (1) | \$ 0 (2) | 12/01/2011 | A | 3,132 | | | | | 12/31/2011(5) | (4) | Common Stock | 3,132 |
| Partnership Common Units (6) | \$ 0 | | | | | | | | (6) | (4) | Common Stock | 4,388,1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON CHRISTOPHER H 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401 | X | | | |

Signatures

/s/ Ben D. Orlanski by PA for Christopher H.
Anderson

12/05/2011

__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) Long-term incentive plan units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating Partnership"), granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan. 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 ("OP Units") of the Operating Partnership for all purposes and may be converted into an equal number of OP Units on a one-for-one basis. Upon notice of redemption, OP 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 issuance.

(3) The LTIP Units will vest in full on December 31, 2011.

(4) Not applicable.

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(5) 337 LTIP Units vest on December 31, 2011, and 2,795 LTIP Units vest on December 31, 2012.

OP Units in the Operating Partnership. The holder may provide a written notice of redemption of OP Units at any time at holder's option, (6) in which case the OP Units are redeemed for either cash based on the fair market value of an equivalent number of shares of Issuer's common stock, or, at the election of Issuer, for an equal number of shares of Issuer's common stock.

(7) Held by C.H. Anderson Family Trust of February 7, 1996.

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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