

Emmett Dan A
Form 4
February 21, 2012

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)
02/16/2012

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 Ownership (Instr. 4)
Common Stock	02/16/2012		S ⁽¹⁾	V Amount (A) or (D) Price	100,000 ⁽²⁾ D \$ 21.23 4,321,257	I	See Footnote 5.
Common Stock	01/19/2012		S ⁽¹⁾	V Amount (A) or (D) Price	40,000 ⁽³⁾ D \$ 21.23 4,281,257 ⁽⁴⁾	I ⁽⁵⁾	See Footnote 5.

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

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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 Owned Following Reporting Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title 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/ Ben D. Orlanski by PA for Dan A.
 Emmett 02/21/2012

__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 by Reporting Person and an entity affiliated with Reporting Person as of December 8, 2011.
- (2) Shares of Issuer's common stock ("Shares") sold by the Dan A. Emmett Revocable Living Trust dated November 21, 1995 (the "Trust").
- (3) Shares sold by Rivermouth Partners, a California limited partnership ("Rivermouth"), of which the Trust is the general partner.
- (4) Following the sales reported herein, subject to the ownership disclaimer in Footnote 5, Reporting Person continued to beneficially own 15,456,754 common stock equivalents, including common stock, partnership common units ("OP Units") of Douglas Emmett Properties, LP, and long term incentive plan units ("LTIPs"). Upon the occurrence of certain events, OP Units and LTIPs are redeemable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.
- (5) Ownership: 3,580,507 Shares held by the Trust; 228,750 Shares held by the Emmett Foundation, a CA charitable organization, & disclaimed by Reporting Person; 400,000 Shares held by Rivermouth & disclaimed by Reporting Person except to the extent of his pecuniary interest therein; 72,000 Shares held by trusts f/b/o Reporting Person's children of which the Reporting Person has voting & investment power but disclaims beneficial ownership. Beneficial ownership of derivative securities: 11,161,932 OP Units of which Reporting Person disclaims, except to the extent of his pecuniary interest, 2,017,288 OP Units held by Rivermouth & 382,425 OP Units held by trusts for his spouse & children; 13,565 LTIPs some of which are subject to vesting, and 271,726 vested stock options. Upon the

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occurrence of certain events, OP Units & LTIPs are redeemable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.

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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