Douglas Emmett Inc Form 4 December 22, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Emmett Dan A			2. Issuer Name and Ticker or Trading Symbol Douglas Emmett Inc [DEI]	5. Relationship of Reporting Person(s) to Issuer		
			Douglas Emmett Inc [DEI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
808 WILSHIRE BOULEVARD, SUITE 200 (Street)			12/18/2015	X Officer (give title Other (specif		
				below) below) Chairman of the Board		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
SANTA MONICA, CA 90401				Form filed by More than One Reporting		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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	12/18/2015		S <u>(1)</u>	43,658 (2)	D	\$ 30.0799 (3)	2,441,624	I	See footnote 6.
Common Stock	12/18/2015		S <u>(1)</u>	17,463 (4)	D	\$ 30.0799 (3)	2,424,161 (5)	I (6)	See footnote 6.

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. Transactio Code (Instr. 8)	5. Number one f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerce Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derive Secure (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Long Term Incentive Plan Units (7)	\$ 0	12/21/2015		A	4,162	<u>(8)</u>	(9)	Common Stock	4,162	\$

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/ Dan A.
Emmett

**Signature of Reporting Person

12/22/2015

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).
- The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by the Dan A Emmett Revocable Trust (the "Trust") and Rivermouth Partners, A California Limited Partnership ("Rivermouth"), as of November 18, 2014. Reporting Person is president of the manager of the general partner of Rivermouth.
- (2) The aggregate of Shares sold by the Trust on the same day at different prices.
- Represents the weighted average sales price. The Shares were sold at prices ranging from \$29.87 to \$30.29 per share. Full information regarding the number of Shares sold at each price shall be provided to the Securities and Exchange Commission Staff (the "Staff"), Issuer or any security holder, upon request.
- (4) The aggregate number of Shares sold by Rivermouth on the same day at different prices.

(5)

Reporting Owners 2

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Following the sales reported herein, Reporting Person continued to beneficially own 8,445,908 common stock equivalents, including common stock, partnership common units ("OP Units") of Douglas Emmett Properties, LP (the "Operating Partnership"), and long term incentive plan units ("LTIP Units") of the Operating Partnership. Upon the occurrence of certain events, OP Units and LTIP Units are redeemable and exchangeable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election. Issuer is the sole stockholder of the general partner of the Operating Partnership.

Shares beneficially owned include (i) 1,718,411 Shares owned by the Trust; (ii) 633,750 Shares owned by the Emmett Foundation, a CA charitable organization, disclaimed by Reporting Person; (iii) -0- Shares owned by Rivermouth; (iv) 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. Derivative securities beneficially owned include (i) 6,010,188 OP Units of which Reporting Person disclaims beneficial ownership, except to the extent of his pecuniary interest therein, 457,288 OP Units held by Rivermouth and 810,126 OP Units held by trusts f/b/o Reporting Person's spouse and children, 11,559 LTIP Units, and 274,355 stock options.

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, as amended. Issuer is the sole stockholder of the general partner of the Operating Partnership. LTIP Units have full parity with partnership common units (the "OP Units") for all purposes and subject to vesting, may be converted into an equal number of OP Units on a one-for-one basis. Upon the occurrence of certain events, LTIP Units and OP Units are redeemable, without consideration, for an equivalent number of shares of Issuer's common stock or for the cash value of such shares, at Issuer's election.

- (8) LTIP Units are convertible into OP Units upon vesting and at Issuer's election, may be redeemed for common stock of Issuer on a one-for-one basis. LTIP Units vest one-quarter on each December 31 of 2015, 2016, 2017 and 2018.
- (9) Not applicable.
- (10) See footnote 6 for explanation of ownership.

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.