Emmett Dan A Form 4 March 06, 2009

# FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**SECURITIES** 

Estimated average burden hours per response... 0.5

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

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

Douglas Emmett Inc [DEI]

(Check all applicable)

808 WILSHIRE

(Street)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 02/20/2009

\_X\_\_ Director X\_\_ 10% Owner \_\_Other (specify X\_ Officer (give title below)

Chairman of the Board

**BOULEVARD, SUITE 200** 

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 Form filed by More than One Reporting

Person

SANTA MONICA, CA 90401

(City)	(State)	(Zip) Tab	le I - No	on-D	erivative Se	ecuriti	es Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Form: Discount Owned (D) or	Ownership Form: Direct	7. Nature of Indirect et Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/20/2009		G	V	100,000 (1)	D	\$ 8.38	4,738,007	D	
Common Stock	02/23/2009		G	V	80,000 (2)	D	\$ 7.72	4,738,007	D (3)	

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.

### Edgar Filing: Emmett Dan A - Form 4

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
						Date	Expiration	Title N	ı Iumber		
						Exercisable D	Date	01			
				Code V	(A) (D)				hares		

# **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/ Theodore E.Guth by P/A for Dan A. 03/06/2009 **Emmett** 

> \*\*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).
- Gift of common stock by the Emmett Foundation, a California charitable organization. The Reporting Person has sole voting and **(1)** investment power over all shares held by the Emmett Foundation.
- Gifts of 20,000 shares of common stock (the "Shares") to each of four trusts for the benefit of the Reporting Person's children (the "Children's Trusts") by the Dan A. Emmett Revocable Living Trust of November 21, 1985. As sole trustee of each trust, the Reporting Person has sole voting and investment power over, but disclaims beneficial ownership of, all Shares owned by the Children's Trusts.
  - Shares beneficially owned by the Reporting Person are held as follows: (i) the Dan A. Emmett Revocable Living Trust of November 21, 1985 owns 4,565,507 Shares; (ii) the Emmett Foundation, a California charitable organization, owns 92,500 Shares; and (iii) the
- Children's Trusts own 80,000 Shares. The Reporting Person has sole voting and investment power over all Shares held by the Emmett Foundation and the Children's Trusts but disclaims beneficial ownership of all such Shares. Ownership excludes 204,593 fully vested stock options (right to buy) and 13,664,144 common partnership units in Douglas Emmett Properties, L.P., of which the Issuer is the general partner. Partnership common units are redeemable for an equivalent number of Shares of the Issuer.

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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