Douglas Emmett Inc Form 4 December 18, 2013

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

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)

(Last)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Emmett Dan A

(First)

(Middle)

808 WILSHIRE

BOULEVARD, SUITE 200

(Street)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

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) 12/16/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

(Instr. 3, 4 and 5)

(A)

Following Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

_X__ Director

Applicable Line)

X_ Officer (give title

(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 information contained in this form are not 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 Transaction of Derivative Expiration Date Code Securities

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

7. Title and Amount of 8. Price Underlying Securities Deriv (Instr. 3 and 4) Secur

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman of the Board

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

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

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

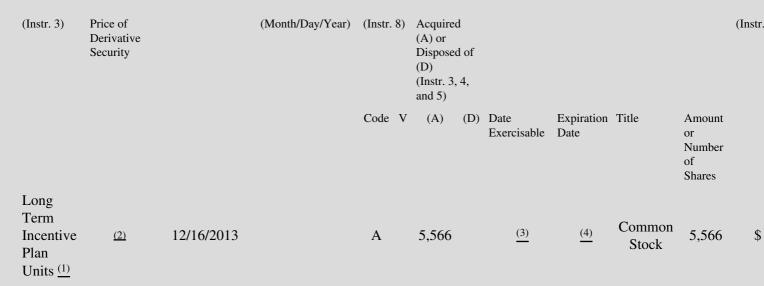
Indirect

Estimated average

burden hours per

1

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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/ Ben D. Orlanski by PA for Dan A.
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).
- (1) Long Term Incentive Plan Units ("LTIP Units") granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended.
 - Long Term Incentive Plan units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating
- Partnership"). Issuer is the sole stockholder of the general partner of the Operating Partnership. LTIP Units have full parity with

 (2) 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.
- (3) LTIP Units vest one-quarter on December 16, 2013, and one-quarter on each December 31 of 2014, 2015 and 2016.
- (4) Not applicable.
 - Ownership: 2,377,507 shares of common stock ("Shares") owned by Dan A. Emmett Revocable Living Trust; 315,750 Shares owned by Emmett Foundation, a CA charitable organization, disclaimed by Reporting Person; 40,000 Shares owned by Rivermouth Partners, a CA limited partnership ("Rivermouth"), disclaimed by Reporting Person except to the extent of his pecuniary interest therein; 72,000 Shares
- owned by certain trusts f/b/o Reporting Person's children of which the Reporting Person is a trustee and has voting and investment power but disclaims beneficial ownership. Beneficial ownership of derivative securities: 9,479,384 OP Units of which Reporting Person disclaims, except to the extent of his pecuniary interest therein, 1,537,288 OP Units held by Rivermouth and 810,126 OP Units held by trusts for his spouse and children; 8,281 LTIP Units which are subject to vesting, and 274,355 vested stock options (right to buy). See footnote 2 regarding characteristics of OP Units and LTIP Units.

Reporting Owners 2

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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.