Douglas Emmett Inc Form 4 December 13, 2016

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 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(b).

1. Name and Address of Reporting Person * Panzer Kenneth M

(First) (Middle) (Last)

808 WILSHIRE **BOULEVARD, SUITE 200**

(Street)

SANTA MONICA, CA 90401

2. Issuer Name and Ticker or Trading

Symbol

Douglas Emmett Inc [DEI] 3. Date of Earliest Transaction

(Month/Day/Year) 12/09/2016

3.

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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

6. Ownership

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year) TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

4. Securities

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

Form: Direct (I) Transaction(s)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 4) (Instr. 4)

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 Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (ADisposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Long Term Incentive Plan Units (1)	\$ 0	12/09/2016		A		255,819		12/31/2016(2)	12/09/2026	Common Stock	255,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Panzer Kenneth M 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401	X		Chief Operating Officer				

Signatures

/s/ Ben D. Orlanski by PA for Kenneth M.
Panzer

**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).
- Long Term Incentive Plan units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating Partnership") granted pursuant to the 2016 Omnibus Stock Incentive Plan of Douglas Emmett, Inc. ("Issuer"). Issuer is the sole stockholder of the general partner of the Operating Partnership. Upon vesting, each LTIP Unit can be converted into one partnership common unit ("OP
- (1) Unit") of the Operating Partnership, which is ultimately exchangeable into common stock of Issuer, only, if applicable, after a specified percentage increase in Gross Asset Values of the assets of the Operating Partnership. LTIP Units not converted into OP Units within 10 years of the grant date will be forfeited. Upon the occurrence of certain events, OP Units are redeemable by the holder, 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.
- (2) These LTIP Units vest 50% on December 31, 2016, with the remaining 50% vesting one-third on each December 31 of 2017, 2018 and 2019.
- In addition to the LTIP Units reporting herein, Reporting Person owns 264,729 LTIP Units and employee stock options to purchase (3) 1,884,559 of Issuer's common stock, granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended, and an aggregate of 6,633,418 OP Units

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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