

Douglas Emmett Inc
 Form 4
 January 14, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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)
 01/10/2014

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	01/10/2014		M	Code V Amount 120,000	(A) or (D) Price \$ 0 (1) (2) 3,058,257	I (3)	See footnote 3.

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

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SEC 1474 (9-02)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Common Units ⁽⁴⁾	\$ 0	01/10/2014		M ⁽⁵⁾	120,000	<u>(2)</u>	<u>(2)</u>	Common Stock	120,000

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
Date: 01/14/2014

**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) Shares acquired by Rivermouth Partners, a California limited partnership (the "Rivermouth"), upon redemption of OP Units (defined below). The Dan A. Emmett Revocable Living Trust (the "Trust"), of which the Reporting Person is the sole trustee, is the general partner of Rivermouth. See also footnote 4.
- (2) Not applicable.
- (3) Ownership: 2,397,507 Shares owned by the Trust; 120,000 shares owned by Rivermouth and disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; 468,750 Shares owned by the Emmett Foundation, a California charitable organization, and disclaimed by Reporting Person; 72,000 Shares owned by certain trusts for the benefit of Reporting Person's spouse and children of which the Reporting Person is a trustee and has voting and investment power but disclaims beneficial ownership. See also footnote 6.
- (4) Partnership common units ("OP Units") of Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership") held by Rivermouth. Issuer is the sole stockholder of the general partner of the Operating Partnership.
- (5) In accordance with the provisions of the Limited Partnership Agreement of the Operating Partnership, upon the occurrence of certain events, OP Units are redeemable, without consideration, by the holder for an equivalent number of shares of Issuer's common stock (the "Common Stock"), or for the cash value of such Common Stock, at Issuer's election.
- (6) Ownership: (i) 6,827,833 OP Units held by the Trust and a community property trust, (ii) 1,297,288 OP Units held by Rivermouth, and (iii) 810,126 OP Units held by trusts f/n/o the Reporting Person's spouse and children ("Family Trusts"). Reporting Person disclaims OP Units held by Rivermouth and the Family Trusts except to the extent of his pecuniary interest therein. Reporting Person also holds (i) 274,355 vested stock options, and (ii) 13,847 long term incentive plan units ("LTIPs") of the Operating Partnership, some of which are subject to vesting. Upon the occurrence of certain events, LTIPs are redeemable, without consideration, by the holder for an equivalent

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number Shares or 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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