

Douglas Emmett Inc
 Form 4
 June 23, 2014

FORM 4

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

OMB APPROVAL

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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)
 05/27/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/27/2014		G	V	57,000	D	\$ 0
							2,721,257
						I	See footnote 10.
Common Stock	06/19/2014		J ⁽¹⁾		300,000	A	\$ 0
							3,021,257
						I	See footnote 10.
Common Stock	06/19/2014		J ⁽²⁾		120,000	A	\$ 0
							3,141,257
						I	See footnote 10.
Common Stock	06/19/2014		S ⁽³⁾		67,786	D	\$
							3,073,471
						I	See footnote
							28.4858

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Common Stock	06/19/2014	S ⁽³⁾	27,114 ⁽⁶⁾	D	\$ 28.4858 ⁽⁵⁾	3,046,357	I	See footnote 10.
Common Stock	06/20/2014	S ⁽³⁾	28,357 ⁽⁴⁾	D	\$ 28.585 ⁽⁷⁾	3,018,000	I	See footnote 10.
Common Stock	06/20/2014	S ⁽³⁾	11,343 ⁽⁶⁾	D	\$ 28.585 ⁽⁷⁾	3,006,657	I ⁽⁸⁾	See footnote 10.
Common Stock	06/23/2014	S ⁽³⁾	3,857 ⁽⁴⁾	D	\$ 28.6593 ⁽⁸⁾	3,002,800	I	See footnote 10.
Common Stock	06/23/2014	S ⁽³⁾	1,543 ⁽⁶⁾	D	\$ 28.6593 ⁽⁸⁾	3,001,257 ⁽⁹⁾	I ⁽¹⁰⁾	See footnote 10.

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. 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 ⁽¹¹⁾	\$ 0	06/19/2014		J ⁽¹²⁾	300,000	⁽¹³⁾	⁽¹³⁾	Common Stock	300,000
Partnership Common Units ⁽¹⁴⁾	\$ 0	06/19/2014		J ⁽¹²⁾	120,000	⁽¹³⁾	⁽¹³⁾	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

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

06/23/2014

**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) Acquisition of shares (the "Shares") common stock of Issuer by the Dan A. Emmett Revocable Living Trust (the "Trust") upon redemption of Partnership Common Units (OP Units") of Douglas Emmett Properties, LP (the "Operating Partnership"). Issuer is the sole stockholder of the general partner of the Operating Partnership. Pursuant to 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 or for the cash value of such Shares, at Issuer's election.

(2) Acquisition of Shares by Rivermouth Partners, a California limited partnership ("Rivermouth") upon redemption of OP Units. The Reporting Person is the president of the manager of the general partner of Rivermouth. See also footnote 1 regarding redemption of OP Units.

(3) The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by Reporting Person and Rivermouth as of December 18, 2012.

(4) Represents the aggregate of sales effected by the Trust on the same day at different prices.

(5) Represents the weighted average sales price. The Shares were sold at prices ranging from \$28.125 to \$28.61 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 a security holder of Issuer, upon request.

(6) Represents the aggregate of sales effected by Rivermouth on the same day at different prices.

(7) Represents the weighted average sales price. The Shares were sold at prices ranging from \$28.38 to \$28.605 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer, or a security holder of Issuer, upon request.

(8) Represents the weighted average sales price. The Shares were sold at prices ranging from \$28.50 to \$28.76 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer, or a security holder of Issuer, upon request.

(9) Following the sales reported herein, Reporting Person continued to beneficially own 11,114,488 common stock equivalents, including common stock, partnership common units (OP Units") of Douglas Emmett Properties, LP, and long term incentive plan units ("LTIP Units"). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.

(10) Shares beneficially owned by Reporting Person include (i) 2,340,507 Shares owned by the Trust; (ii) 468,750 Shares owned by the Emmett Foundation, a California charitable organization, and disclaimed by Reporting Person; (iii) 120,000 Shares owned by Rivermouth and disclaimed by Reporting Person except to the extent of his pecuniary interest therein; and (iv) 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. Derivative securities beneficially owned include 8,104,965 OP Units, 8,266 LTIP Units some of which are subject to vesting, and 274,355 vested stock options (right to buy). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.

(11) OP Units held by the Trust.

(12) In accordance with 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 or for the cash value of such Shares, at Issuer's election.

(13) Not applicable.

(14) OP Units held by Rivermouth.

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(15) See also footnote 10.

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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