

Douglas Emmett Inc
Form 4
November 24, 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)
11/20/2014

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/20/2014		S ⁽¹⁾		91,929 ⁽²⁾	D	\$ 26.866 ⁽³⁾	2,756,128	I	See footnotes 6 and 7.
Common Stock	11/20/2014		S ⁽¹⁾		36,771 ⁽⁴⁾	D	\$ 26.866 ⁽³⁾	2,719,357	I	See footnotes 6 and 7.
Common Stock	11/21/2014		S ⁽¹⁾		8,071 ⁽²⁾	D	\$ 26.8798 ⁽⁵⁾	2,711,286	I	See footnotes 6 and 7.
Common Stock	11/21/2014		S ⁽¹⁾		3,229 ⁽⁴⁾	D	\$ 26.8798	2,708,057 ⁽⁶⁾	I ⁽⁷⁾	See footnotes

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(3) Represents the weighted average sales price. The Shares were sold at prices ranging from \$26.77 to \$27.185 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.

(4) The aggregate of Shares sold by Rivermouth on the same day at different prices.

(5) Represents the weighted average sales price. The Shares were sold at prices ranging from \$26.82 to \$26.94 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.

(6) Following the transactions reported herein, Reporting Person continued to beneficially own 10,401,288 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.

(7) Reporting Person's beneficial ownership of common stock includes (i) 2,127,307 Shares owned by the Trust; (ii) 468,750 Shares owned by the Emmett Foundation, a California charitable organization, disclaimed by Reporting Person; (iii) 40,000 Shares owned by Rivermouth, disclaimed by Reporting Person except to the extent of his pecuniary interest therein; and (iv) 72,000 Shares owned by certain trusts f/b/o 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: (i) 7,684,965 OP Units of which Reporting Person disclaims, except to the extent of his pecuniary interest therein, 937,288 OP Units held by Rivermouth, and 810,126 OP Units held by trusts for his spouse and children; (ii) 8,266 LTIP Units some of which are subject to vesting; and (iii) 274,355 vested stock options (right to buy). See also footnote 6.

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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