

Douglas Emmett Inc  
 Form 4  
 June 01, 2015

**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

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)

1. Name and Address of Reporting Person \*  
 MCFERRAN VIRGINIA

(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)  
 05/28/2015

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | 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.**

SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

## Edgar Filing: Douglas Emmett Inc - Form 4

| (Instr. 3)  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date Exercisable             | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|---|------------------------------------|------------------|------------------|---|------|---|-----|-----|------------------------------|--------------------|-----------------|--|
| Long<br>Term<br>Incentive<br>Plan<br>Units <sup>(1)</sup> | \$ 0 <sup>(2)</sup>                | 05/28/2015       | A <sup>(3)</sup> | 1,718   |      |   |     |     | 06/30/2015 <sup>(4)</sup>    | <sup>(5)</sup>     | Common<br>Stock | 1,718<br><sup>(2)</sup>                |
| Long<br>Term<br>Incentive<br>Plan<br>Units <sup>(1)</sup> | \$ 0 <sup>(2)</sup>                | 05/28/2015       | A <sup>(6)</sup> | 1,415   |      |   |     |     | 12/31/2015 <sup>(6)(7)</sup> | <sup>(5)</sup>     | Common<br>Stock | 1,415<br><sup>(2)</sup>                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MCFERRAN VIRGINIA<br>808 WILSHIRE BOULEVARD<br>SUITE 200<br>SANTA MONICA, CA 90401 | X             |           |         |       |

## Signatures

/s/ Ben D. Orlanski by PA for Virginia  
McFerran

06/01/2015

<sup>(1)</sup>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.

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 partnership common units (the "OP Units") for all

(2) 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 granted as part of Reporting Person's annual compensation for service as a director of Issuer. Number of LTIP Units is pro-rated for 2015 from May 28, 2015 (date of Reporting Person's election as a director of Issuer) through December 31, 2015.

(4) Pro-rated LTIP Units vest in installments on June 30, 2015, September 30, 2015 and December 31, 2015. On June 30, 2015, 278 LTIP Units vest; the balance vest in equal installments on September 30 and December 31, 2015. *See* also footnotes 2 and 3.

## Edgar Filing: Douglas Emmett Inc - Form 4

(5) Not applicable.

Every three years, directors may receive a grant of LTIP Units in addition to annual grants as part of their compensation for service as directors. Reporting Person received such grant of LTIP Units upon election as a director of Issuer on May 28, 2015, which is pro-rated for the three-year period ending December 31, 2015.

(7) LTIP Units will be fully vested on December 31, 2015. See also footnotes 2 and 6.

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.