

Douglas Emmett Inc  
Form 4  
January 16, 2015

**FORM 4**

**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  
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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
01/13/2015

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)

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)
Common Stock	01/13/2015		J <sup>(1)</sup>	300,000 A \$ 0	2,842,857	I	See footnote 9.
Common Stock	01/13/2015		J <sup>(2)</sup>	120,000 A \$ 0	2,962,857	I	See footnote 9.
Common Stock	01/15/2015		S <sup>(3)</sup>	88,571 (4) D \$ 29.2226	2,874,286	I	See footnote 9.
Common Stock	01/15/2015		S <sup>(3)</sup>	35,429 (6) D \$ 29.2226	2,838,857	I	See footnote

# Edgar Filing: Douglas Emmett Inc - Form 4

Common Stock	01/16/2015	S <sup>(3)</sup>	11,429 <sup>(4)</sup>	D	<sup>(5)</sup> \$ 29.2011 <sup>(7)</sup>	2,827,428	I	9. See footnote 9.
Common Stock	01/16/2015	S <sup>(3)</sup>	4,571 <sup>(6)</sup>	D	<sup>(5)</sup> \$ 29.2011 <sup>(7)</sup>	2,822,857 <sup>(8)</sup>	I <sup>(9)</sup>	9. See footnote 9.

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 (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
Operating Partnership Units <sup>(10)</sup>	\$ 0 <sup>(11)</sup>	01/13/2015		J <sup>(12)</sup>	300,000	<sup>(13)</sup> <sup>(13)</sup>	Common Stock 300,000
Operating Partnership Units <sup>(10)</sup>	\$ 0 <sup>(11)</sup>	01/13/2015		J <sup>(14)</sup>	120,000	<sup>(13)</sup> <sup>(13)</sup>	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/ Ben D. Orlanski by PA for Dan A. Emmett 01/16/2015

\*\*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).
- Common stock of Issuer acquired by the Dan A. Emmett Revocable Trust (the "Trust") upon redemption and exchange of Partnership Common Units ("OP Units") of Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership"). Upon the
- (1) occurrence of certain events, OP Units are redeemable and may be exchanged without consideration, by the holder, for an equivalent number of shares of Issuer's common stock (the "Shares"), or for the cash value of such Shares at Issuer's option. Issuer is the sole stockholder of the general partner of the Operating Partnership.
  - (2) Shares acquired by Rivermouth Partners, a California limited partnership ("Rivermouth") upon redemption and exchange of OP Units of the Operating Partnership. Reporting Person is president of the manager of the general partner of Rivermouth. See also footnote 1.
  - (3) The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by the Trust and Rivermouth as of November 18, 2014.
  - (4) The aggregate of Shares sold by the Trust on the same day at different prices.  
Represents the weighted average sales price. The Shares were sold at prices ranging from \$29.03 to \$29.585 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 any security holder, upon request.
  - (5) The aggregate number of Shares sold by Rivermouth on the same day at different prices.  
Represents the weighted average sales price. The Shares were sold at prices ranging from \$29.10 to \$29.32 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer or any security holder, upon request.
  - (6) Following the sales reported herein, Reporting Person continued to beneficially own 10,100,442 common stock equivalents, including common stock, OP Units, and long term incentive plan units ("LTIP Units"). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable and exchangeable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.
  - (7) Shares beneficially owned by Reporting Person include (i) 2,037,107 Shares owned by the Trust; (ii) 633,750 Shares owned by the Emmett Foundation, a California charitable organization, and disclaimed by Reporting Person; (iii) 80,000 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 7,264,965 OP Units, 12,620 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.
  - (8) OP Units of the Operating Partnership. Upon the occurrence of certain events, OP Units are redeemable and may be exchanged without consideration, by the holder, for an equivalent number of Shares, or for the cash value of such Shares at Issuer's option. Issuer is the sole stockholder of the general partner of the Operating Partnership.
  - (9) See footnote 10.
  - (10) OP Units tendered by the Trust for redemption and exchange for an equal number of Shares in accordance with the provisions of the Limited Partnership Agreement of the Operating Partnership.
  - (11) Not applicable.
  - (12) OP Units tendered by Rivermouth for redemption and exchange for an equal number of Shares in accordance with the provisions of the Limited Partnership Agreement of the Operating Partnership.  
Reporting Person's beneficial ownership of OP Units includes 817,288 OP Units held by Rivermouth and 810,126 OP Units held by certain trusts for the benefit of Reporting Person's spouse and children of which Reporting Person is a trustee. Reporting Person disclaims beneficial ownership of OP Units held by Rivermouth and such trusts, except to the extent of his pecuniary interest, if any, in such OP Units.
  - (13)
  - (14)
  - (15)

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.