

WILSON WILLIAM III
Form 4
December 14, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON WILLIAM III

(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)
12/12/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/12/2007		G ⁽¹⁾		40,000	D \$ 23.68	160,000	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007		S ⁽³⁾		40,000	D \$ 23	160,000	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007		S		600	D \$ 22.9	159,400	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007		S		1,600	D \$ 22.91	157,800	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007		S		4,800	D \$ 22.92	153,000	I ⁽²⁾	See footnote 4.

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Common Stock	12/13/2007	S	2,300	D	\$ 22.93	150,700	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007	S	1,400	D	\$ 22.94	149,300	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007	S	6,200	D	\$ 22.95	143,100	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007	S	100	D	\$ 22.96	143,000	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007	S	1,800	D	\$ 22.99	141,200	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007	S	8,072	D	\$ 23	133,128	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007	S	5,800	D	\$ 23.01	127,328	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007	S	1,828	D	\$ 23.02	125,500	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007	S	400	D	\$ 23.03	125,100	I ⁽²⁾	See footnote 4.
Common Stock	12/13/2007	S	100	D	\$ 23.04	125,000	I ⁽⁴⁾	See footnote 4.

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON WILLIAM III 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401			X	

Signatures

/s/ Theodore E. Guth by P/A for William
Wilson III

12/14/2007

__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) Transfer from Wilson Investments Associates, Ltd. L.P. of which the Reporting Person is the General Partner, and has a proportionate interest of 81.2725%, to The William Wilson III & Patricia White Wilson Family Foundation (the "Foundation"), a California tax-exempt charitable organization. Reporting Person disclaims beneficial ownership of such shares.

(2) See footnote 4 for explanation of ownership.

(3) Sale of Common Stock owned by the Foundation; beneficial ownership of such shares is disclaimed by the Reporting Person.

(4) EXPLANATION OF OWNERSHIP: 75,000 shares held by The William and Patricia Wilson Family Limited Partnership of which the Reporting Person is the General Partner and has a proportionate interest of 50.8990%; 50,000 shares held by William Wilson III Investments, L.P. of which the Reporting Person is the General Partner and has a 50% proportionate interest.

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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