

Douglas Emmett Inc
 Form 4
 November 09, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
Panzer Kenneth M

 (Last) (First) (Middle)
DOUGLAS EMMETT, INC, 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)
11/08/2007

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)
Chief Operating Officer

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)
Common Stock				(A) or (D) Price	2,773,568	I	Trust ⁽¹⁾

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)

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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Partnership Units <u>(2)</u>	<u>(3)</u> <u>(4)</u>	11/08/2007		D		638,298	<u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Common Stock
Options (right-to-buy)	\$ 21					10/30/2006 <u>(5)</u>	10/30/2016		Common Stock
Long-Term Incentive Plan Units <u>(6)</u>	<u>(6)</u>					10/30/2006	<u>(3)</u>		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Panzer Kenneth M DOUGLAS EMMETT, INC 808 WILSHIRE BOULEVARD, SUITE 200 SANTA MONICA, CA 90401	X		Chief Operating Officer	

Signatures

/s/ Kenneth M. Panzer 11/09/2007

 **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) Held by The KMP Trust u/t/a dated May 18, 2007.
Represents limited partnership units ("OP Units") in Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership") whose general partner is wholly owned by the Issuer. The OP Units were received in exchange for direct or indirect contributions to the Operating Partnership.
- (2) Partnerships) whose general partner is wholly owned by the Issuer. The OP Units were received in exchange for direct or indirect contributions to the Operating Partnership.
- (3) Not applicable.
- (4) Commencing 14 months after issuance, OP Units may be redeemed at the option of the Issuer for (i) a cash distribution from the Operating Partnership at the request of the Reporting Person, or (ii) common stock of the Issuer. The cash distribution price of the OP Units is based on a discounted fair market value of an equivalent number of shares of the Issuer's common stock.
- (5) Options are fully vested.
- (6) Represents long-term incentive plan units ("LTIPS") in the Operating Partnership. LTIPS are convertible to common stock of the Issuer on a one-for-one basis.

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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