

Emmett Dan A
Form 4
October 28, 2011

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 *
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)

10/27/2011

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/27/2011		S ⁽¹⁾		100,000 ⁽²⁾	D	\$ 19.28	3,357,257	I	See Footnote 4 for explanation of ownership.
Common Stock	10/27/2011		S ⁽¹⁾		40,000 ⁽³⁾	D	\$ 19.38	3,317,257	I ⁽⁴⁾ ⁽⁵⁾	See Footnote 4 for explanation of ownership.

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Repo 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
Emmett Dan A 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401	X	X	Chairman of the Board	

Signatures

Dan A. Emmett 10/28/2011

__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) The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by the Reporting Person and an entity affiliated with the Reporting Person as of December 22, 2010.
- (2) Shares of Issuer's common stock ("Shares") sold by the Dan A. Emmett Revocable Living Trust dated November 21, 1985 (the "Emmett Living Trust").
- (3) Shares sold by Rivermouth Partners, a CA limited partnership ("Rivermouth"), of which the Emmett Living Trust is the general partner.
- (4) Ownership includes: (i) 3,030,507 Shares owned by the Emmett Living Trust; (ii) 128,750 Shares owned by the Emmett Foundation, a CA charitable organization, and disclaimed by the Reporting Person; (iii) 80,000 Shares owned by Rivermouth which are disclaimed by

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the Reporting Person except to the extent of his pecuniary interest therein; and (iv) 78,000 Shares owned by certain trusts for the Reporting Person's children for which he is a trustee but as to which he disclaims beneficial ownership. Ownership excludes: 12,741,932 partnership common units ("OP Units") of Douglas Emmett Properties, LP beneficially owned by the Reporting Person, of which he disclaims, except to the extent his pecuniary interest therein, 2,879,713 OP Units held by Rivermouth and certain trusts for the Reporting Person's spouse and children which are exchangeable on a one-for-one basis for Issuer's common stock. Ownership excludes 255,511 vested stock options (right to buy).

- (5) Following the sales reported herein, the Reporting Person continued to beneficially own 16,060,637 common stock equivalents, including common stock and OP Units, subject to the ownership disclaimer in Footnote 4.

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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