

Douglas Emmett Inc  
Form 4  
March 19, 2014

**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  
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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)  
03/17/2014

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 Ownership (Instr. 4)
Common Stock	03/17/2014		J <sup>(1)</sup>	300,000	\$ 0 3,078,257	I	See footnote 3.
Common Stock	03/17/2014		J <sup>(2)</sup>	120,000	\$ 0 3,198,257 <sup>(3)</sup>	I	See footnote 3.

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  
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number.**

SEC 1474  
(9-02)

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**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
Partnership Common Units <sup>(4)</sup>	\$ 0 <sup>(5)</sup>	03/17/2014		J <sup>(6)</sup>	300,000	<sup>(7)</sup> <sup>(7)</sup>	Common Stock 300,000
Partnership Common Units <sup>(8)</sup>	\$ 0 <sup>(5)</sup>	03/17/2014		J <sup>(6)</sup>	120,000	<sup>(7)</sup> <sup>(7)</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/ Dan A. Emmett 03/19/2014

                     <sup>\*\*</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) Acquisition of shares of common stock of Issuer (the "Shares") by the Dan A. Emmett Revocable Living Trust (the "Trust"), of which the Reporting Person is the trustee, upon redemption of OP Units (defined below).
- (2) Acquisition of Shares by Rivermouth Partners, a California limited partnership ("Rivermouth"), of which the Trust is the general partner, upon redemption of OP Units (defined below).
- Ownership of common stock: 2,497,507 Shares owned by the Trust; 160,000 Shares owned by Rivermouth and disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; 468,750 Shares owned by the Emmett Foundation, a CA charitable organization, and disclaimed by Reporting Person; 72,000 Shares owned by certain trusts f/b/o Reporting Person's children of which the Reporting Person is a trustee and has voting and investment power but disclaims beneficial ownership.
- (3)
- (4) Partnership common units ("OP Units") of Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership") held by the Trust. Issuer is the sole stockholder of the general partner of the Operating Partnership.
- (5)

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In accordance with the provisions of the Limited Partnership Agreement (the "LP Agreement") of the Operating Partnership, upon the occurrence of certain events, OP 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.

- (6) OP Units redeemed for Shares in accordance with the provisions of the LP Agreement.
- (7) Not applicable.
- (8) OP Units of the Operating Partnership held by Rivermouth. See also footnote 4.

Reporting Person may be deemed to beneficially own the following: an aggregate of 8,524,965 OP Units of which he disclaims, except to the extent of his pecuniary interest therein, 1,177,288 OP Units held by Rivermouth, and 810,126 OP Units held by trusts for his spouse and children; 8,266 long term incentive plan units ("LTIP Units") some of which are subject to vesting, and 274,355 vested stock options (right to buy). See footnote 5 regarding characteristics of OP Units. Upon the occurrence of certain events, LTIP Units are redeemable, without consideration, by the holder for an equivalent number of Shares or the cash value of such Shares, at Issuer's election.

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.