Douglas Emmett Inc Form 4 December 24, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Emmett Dan A

(First) (Middle)

808 WILSHIRE **BOULEVARD, SUITE 200**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Douglas Emmett Inc [DEI] 3. Date of Earliest Transaction

(Month/Day/Year) 12/22/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

SANTA MONICA, CA 90401

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

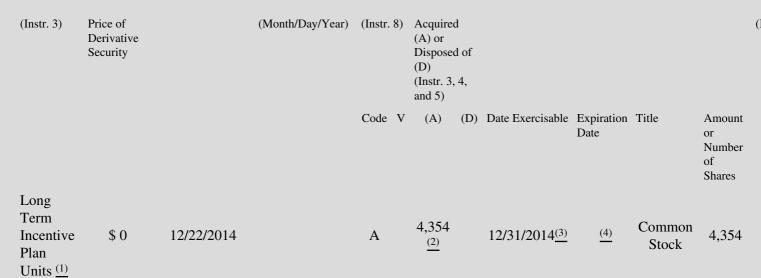
1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amount of 8

Underlying Securities

(Instr. 3 and 4)

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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

**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) Long Term Incentive Plan Units ("LTIP Units") granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended.
 - Long Term Incentive Plan units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating
- Partnership"). Issuer is the sole stockholder of the general partner of the Operating Partnership. LTIP Units have full parity with

 (2) partnership common units (the "OP Units") for all purposes and subject to vesting, may be converted into an equal number of OP Units on a one-for-one basis. Upon the occurrence of certain events, LTIP Units and OP Units are redeemable, without consideration, for an equivalent number of shares of Issuer's common stock or for the cash value of such shares, at Issuer's election.
- (3) LTIP Units will vest one-quarter on December 31 of each 2014, 2015, 2016 and 2017.
- (4) Not applicable.
- Derivative securities beneficially owned: (i) 7,684,965 OP Units of which Reporting Person disclaims, except to the extent of his pecuniary interest therein, 937,288 OP Units held by Rivermouth Partners, and 810,126 OP Units held by trusts for Reporting Person's spouse and children; (ii) 8,266 LTIP Units some of which are subject to vesting; and (iii) 274,355 vested stock options (right to buy). See also footnote 6.
- (6) Reporting Person may be deemed to beneficially own the following shares of common stock of Issuer (i) 1,837,107 Shares owned by the Dan A. Emmett Revocable Trust; (ii) 633,750 Shares owned by the Emmett Foundation, a California charitable organization, and disclaimed by Reporting Person; and (iii) 72,000 Shares owned by certain trusts f/b/o Reporting Person's spouse and children of which

Reporting Owners 2

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the Reporting Person is a trustee and has voting and investment power but disclaims beneficial ownership.

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.