

Douglas Emmett Inc
 Form 4
 January 23, 2017

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 *
 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)
 01/19/2017

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	01/19/2017		J ⁽¹⁾		300,000	A	\$ 0
							1,801,265
Common Stock	01/19/2017		S ⁽²⁾		100,000 ⁽³⁾	D	\$ 37.1583 ⁽⁴⁾
							1,701,265 ⁽⁵⁾

See footnote 6.
 See footnote 6.

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

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- Shares beneficially owned include (i) an aggregate of 1,629,265 Shares owned by the Trust and a community property trust with Reporting Person's spouse, and (ii) 72,000 Shares owned by certain trusts f/b/o Reporting Person's children of which Reporting Person is a trustee with voting and investment power but disclaims beneficial ownership. Derivative securities beneficially owned include (i)
- (6) 4,057,770 OP Units, including 810,126 OP Units held by trusts f/b/o Reporting Person's spouse and children (the "Trusts") of which Reporting Person disclaims beneficial ownership, except to the extent of his pecuniary interest therein; (ii) 6,689 LTIP Units and 70,121 stock options granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended; and (iii) 3,256 LTIP Units granted pursuant to Issuer's 2016 Omnibus Stock Incentive Plan.
- (7) Upon the occurrence of certain events, OP Units are redeemable and may be exchanged, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's option.
- (8) OP Units of the Operating Partnership tendered by the Trust for redemption and exchange in accordance with the terms of the Limited Partnership Agreement of the Operating Partnership.
- (9) Not applicable.
- (10) Reporting Person's beneficial ownership includes (i) 810,126 OP Units held by the Trusts of which Reporting Person is a trustee, (ii) 70,121 stock options and 6,689 LTIP Units granted under Issuer's 2006 Omnibus Stock Incentive Plan, as amended, and (iii) 3,256 LTIP Units granted under Issuer's 2016 Omnibus Stock Incentive Plan. Reporting Person disclaims beneficial ownership of OP Units held by the Trusts, except to the extent of his pecuniary interest, if any, therein.

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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