

Douglas Emmett Inc  
Form 4  
December 24, 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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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDERSON CHRISTOPHER H

(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)  
11/12/2014

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)

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	11/12/2014		G <sup>(1)</sup>	V	11,505	D	\$ 0 2,325,299
Common Stock	11/13/2014		G <sup>(1)</sup>	V	1,770	D	\$ 0 2,323,529
Common Stock	11/14/2014		G <sup>(1)</sup>	V	1,770	D	\$ 0 2,321,759

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  
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SEC 1474  
(9-02)

number.

**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. Amount or Number of Shares
Long Term Incentive Plan Units <sup>(2)</sup>	\$ 0	12/22/2014		A	2,961 <sup>(3)</sup>	03/31/2015 <sup>(4)</sup> <sup>(5)</sup>	Common Stock	2,961

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON CHRISTOPHER H 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401	X			

## Signatures

/s/ Ben D. Orlanski by PA for Christopher H.  
Anderson

12/24/2014

\_\_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) Gifts made by the C.H. Anderson Family Trust of February 7, 1996, of which the Reporting Person and his spouse are the trustees.

(2) Long Term Incentive Plan Units ("LTIP Units") granted for services as a director of Issuer pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended.

(3) 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 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.

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- (4) LTIP Units will vest quarterly on March 31, 2015, June 30, 2015, September 30, 2015 and December 31, 2015.
- (5) Not applicable.
- (6) Reporting Person also owns 9,830 LTIP Units.

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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