

Douglas Emmett Inc
Form 4
April 20, 2015

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

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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)

04/16/2015

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	04/16/2015		S ⁽¹⁾		80,286 ₍₂₎	D	\$ 29.2269 ₍₃₎	2,882,571	I	See footnote 7.
Common Stock	04/16/2015		S ⁽¹⁾		32,114 ₍₄₎	D	\$ 29.2269 ₍₃₎	2,850,457	I	See footnote 7.
Common Stock	04/17/2015		S ⁽¹⁾		19,714 ₍₂₎	D	\$ 28.9027 ₍₅₎	2,830,743	I	See footnote 7.
Common Stock	04/17/2015		S ⁽¹⁾		7,886 ₍₄₎	D	\$ 28.9027	2,822,857 ⁽⁶⁾	I ⁽⁷⁾	See footnote

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(5)

7.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				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 Chairman of the Board

Signatures

/s/ Dan A.
Emmett 04/20/2015

__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 Dan A. Emmett Revocable Trust (the "Trust") and Rivermouth Partners ("Rivermouth") as of November 18, 2014.
- (2) The aggregate of Shares sold by the Trust on the same day at different prices.
- (3)

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Represents the weighted average sales price. The Shares were sold at prices ranging from \$29.05 to \$29.37 per share. Full information regarding the number of Shares sold at each price shall be provided to the Securities and Exchange Commission Staff (the "Staff"), Issuer or any security holder, upon request.

- (4) The aggregate number of Shares sold by Rivermouth on the same day at different prices.
- (5) Represents the weighted average sales price. The Shares were sold at prices ranging from \$28.70 to \$29.08 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer or any security holder, upon request.

- (6) Following the sales reported herein, Reporting Person continued to beneficially own 9,680,442 common stock equivalents, including common stock, OP Units, and long term incentive plan units ("LTIP Units"). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable and exchangeable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.

- (7) Shares beneficially owned include (i) 2,037,107 Shares owned by the Trust; (ii) 633,750 Shares owned by the Emmett Foundation, a CA charitable organization, disclaimed by Reporting Person; (iii) 80,000 Shares owned by Rivermouth, disclaimed by Reporting Person except to the extent of his pecuniary interest therein; (iv) 72,000 Shares owned by certain trusts fbo of Reporting Person's spouse and children of which Reporting Person is a trustee with voting and investment power but disclaims beneficial ownership. Derivative securities beneficially owned include 6,850,188 OP Units of which Reporting Person disclaims, except to the extent of his pecuniary interest therein, 697,288 OP Units held by Rivermouth and 810,126 OP Units held by trusts f/b/o Reporting Person's spouse and children, 7,397 LTIP Units, and 274,355 stock options.

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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