

Emmett Dan A
 Form 4
 September 25, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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)
 09/21/2017

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	09/21/2017		S(1)			63,400(2)	D	\$ 39.0216(3)	1,445,225	I	See footnote 6.
Common Stock	09/22/2017		S(1)			36,600(2)	D	\$ 38.9357(4)	1,408,625(5)	I(6)	See footnote 6.

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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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/ Dan A. Emmett 09/25/2017

**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 a Rule 10b5-1 trading plan entered into by the Dan A. Emmett Revocable Trust (the "Emmett Trust") as of November 23, 2016.
- (2) The aggregate number of shares ("Shares") of common stock ("Common Stock") of Issuer sold by the Emmett Trust on the same day at different prices.
Represents the weighted average sales price. The Shares were sold at prices ranging from \$38.70 to \$39.11 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.
- (3) Represents the weighted average sales price. The Shares were sold at prices ranging from \$38.84 to \$39.27 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.
- (4) Following the transactions reported herein, Reporting Person continues to beneficially own 4,876,340 Common Stock equivalents, including Common Stock of Issuer, partnership common units ("OP Units") and long term incentive plan units ("LTIP Units") of Douglas Emmett Properties, LP (the "Operating Partnership"). Upon vesting and certain additional criteria, each LTIP Unit can be converted into one OP Unit. Upon the occurrence of certain events, OP Units are redeemable and may be exchanged without consideration by the holder

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for an equivalent number of Shares or for the cash value of such Shares, at Issuer's option. Issuer is the sole stockholder of the general partner of the Operating Partnership.

- (6) Reporting Person may be deemed to beneficially own (A) Common Stock including (i) an aggregate of 1,342,625 Shares owned by the Emmett Trust, and (ii) 66,000 Shares owned by certain trusts f/b/o Reporting Person's children (the "Children's Trusts") of which Reporting Person is a trustee with voting and investment power; and (B) derivative securities including (i) 3,462,104 OP Units of which 810,126 OP Units are held by the Children's Trusts and a trust f/b/o the Reporting Person's spouse (collectively, the "Family Trusts") of which Reporting Person is a trustee, (ii) 3,169 LTIP Units granted under Issuer's 2006 Omnibus Stock Incentive Plan, as amended, and (iii) 2,442 LTIP Units granted under Issuer's 2016 Omnibus Stock Incentive Plan. Reporting Person disclaims beneficial ownership of Common Stock held by the Children's Trusts and OP Units held by the Family 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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