

Emmett Dan A
Form 4
December 21, 2012

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)
12/19/2012

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 12/19/2012 | | C | (A) or (D) Amount \$ 0 | 3,377,257 | I | See footnote 6. |
| Common Stock | 12/20/2012 | | S ⁽²⁾ | (A) or (D) Amount \$ 23.31 | 3,337,257 | I | See footnote 6. |
| Common Stock | 12/20/2012 | | S ⁽²⁾ | (A) or (D) Amount \$ 23.31 | \$ 3,237,257 (5) | I | See footnote 6. |
| Common Stock | 12/21/2012 | | G V | 109,000 D \$ 0 | 3,215,257 | 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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(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) |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Partnership Common Units | \$ 0 ⁽⁷⁾ | 12/19/2012 | | C | 480,000 | ⁽⁸⁾ ⁽⁸⁾ | Common Stock 480,000 |

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 | X | Chairman of the Board | |

Signatures

/s/ Ben D. Orlanski by PA for Dan A.
Emmett 12/21/2012

__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) Common stock acquired upon redemption of Partnership Common Units ("OP Units") of Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership"). Issuer is the sole stockholder of the general partner of the Operating Partnership.
- (2) The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by Reporting Person and an entity affiliated with Reporting Person as of December 8, 2011.
- (3) Shares sold by Rivermouth Partners, LP, a California limited partnership ("Rivermouth"), of which Rivermouth Management, LLC (the "Rivermouth LLC") is the general partner. Mr. Emmett is the chief executive officer and president of Rivermouth LLC.

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(4) Shares of Issuer's common stock ("Shares") sold by the Trust.

Following the transactions reported herein, subject to the ownership disclaimer in Footnote 6, the Reporting Person continues to beneficially own 13,910,754 common stock equivalents, including common stock, partnership common units ("OP Units") of Douglas

(5) Emmett Properties, LP, and long term incentive plan units ("LTIP Units"). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by the holder for an equivalent number of Shares, or for the cash value of such Shares, at Issuer's election.

Ownership: 2,347,507 Shares held by the Trust; 315,750 Shares held by the Emmett Foundation, a CA charitable organization, and disclaimed by Reporting Person; 480,000 Shares held by Rivermouth but disclaimed by Reporting Person except to the extent of his pecuniary interest therein; 72,000 Shares held by trusts f/b/o Reporting Person's children of which Reporting Person has voting and investment power but disclaims beneficial ownership. Beneficial ownership of derivative securities: 10,686,475 OP Units of which

(6) Reporting Person disclaims, except to the extent of his pecuniary interest, 1,537,288 OP Units held by Rivermouth and 810,126 OP Units held by trusts for his spouse & children; 9,022 LTIP Units some of which are subject to vesting; 271,726 vested stock options. Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by holder for an equivalent number of Shares or the cash value of such Shares, at Issuer's election.

OP Units redeemed by and converted into common stock of Issuer. Upon the occurrence of certain events, OP Units are redeemable,

(7) 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.

(8) Not applicable.

(9) See also footnote 6.

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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