

Douglas Emmett Inc
 Form 4
 January 17, 2014

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)
 01/16/2014

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)
 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 | Price | | |
| Common Stock | 01/16/2014 | | S ⁽¹⁾ | V | 43,214 ⁽²⁾ | \$ 24.7288 ⁽³⁾ | 3,015,043 I | See footnote 7. |
| Common Stock | 01/16/2014 | | S ⁽¹⁾ | V | 17,286 ⁽⁴⁾ | \$ 24.7288 ⁽³⁾ | 2,997,757 I | See footnote 7. |
| Common Stock | 01/17/2014 | | S ⁽¹⁾ | V | 56,786 ⁽²⁾ | \$ 24.5017 ⁽⁵⁾ | 2,940,971 I | See footnote 7. |
| Common Stock | 01/17/2014 | | S ⁽¹⁾ | V | 22,714 ⁽⁴⁾ | \$ 24.5017 | 2,918,257 ⁽⁶⁾ I ⁽⁷⁾ | See footnote |

(5)

7.

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

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SEC 1474
(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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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/ Ben D. Orlanski by PA for Dan A.
Emmett

01/17/2014

**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) 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 18, 2012.
 - (2) Shares of common stock of Issuer (the "Shares") sold by the Dan A. Emmett Revocable Living Trust (the "Trust"). Represents the aggregate of sales effected on the same day at different prices.

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- (3) Represents the weighted average sales price. The Shares were sold at prices ranging from \$24.61 to \$24.79 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 a security holder of Issuer, upon request.

- (4) Shares sold by Rivermouth Partners, a California limited partnership ("Rivermouth"). The Trust is the general partner of Rivermouth and the Reporting Person is the chief executive officer and president of the general partner of Rivermouth. Represents the aggregate of sales effected on the same day at different prices.

- (5) Represents the weighted average sales price. The Shares were sold at prices ranging from \$24.34 to \$24.76 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer, or a security holder of Issuer, upon request.

- (6) Following the sales reported herein, Reporting Person continued to beneficially own 11,871,488 common stock equivalents, including common stock, partnership common units ("OP Units") of Douglas 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.

- (7) Ownership: 2,297,507 Shares owned by the Trust; 80,000 Shares owned by Rivermouth and disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; 468,750 Shares owned by the Emmett Foundation, a CA charitable organization, and disclaimed by Reporting Person; 72,000 Shares owned by certain trusts f/b/o Reporting Person's children of which the Reporting Person is a trustee and has voting and investment power but disclaims beneficial ownership. Beneficial ownership of derivative securities: 8,939,384 OP Units of which Reporting Person disclaims, except to the extent of his pecuniary interest therein, 1,297,288 OP Units held by Rivermouth, and 810,126 OP Units held by trusts for his spouse and children; 13,847 LTIP Units some of which are subject to vesting, and 274,355 vested stock options (right to buy). See footnote 6 regarding characteristics of OP Units and 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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