

Douglas Emmett Inc
Form 4
December 23, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GISLER MONA

(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)

12/21/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

PAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Deri
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Long Term Incentive Plan Units ⁽¹⁾	\$ 0 ⁽²⁾	12/21/2015	A		3,329		⁽³⁾	⁽⁴⁾	Common Stock	3,329		
Long Term Incentive Plan Units ⁽²⁾	\$ 0 ⁽²⁾	12/21/2015	A		33,289		⁽⁵⁾	⁽⁴⁾	Common Stock	33,289		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GISLER MONA 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401			PAO	

Signatures

/s/ Mona Gisler 12/23/2015

 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) Long Term Incentive Plan units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating Partnership") granted pursuant to the 2006 Omnibus Stock Incentive Plan, as amended, of Douglas Emmett, Inc. ("Issuer"). Issuer is the sole stockholder of the general partner of the Operating Partnership. LTIP Units have full parity with partnership common units ("OP Units") of the Operating Partnership 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 by the holder, 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.
- (2) See footnote 1.
- (3) These LTIP Units vest one-quarter on each December 31 of 2015, 2016, 2017 and 2018.
- (4) Not applicable.
- (5) LTIP Units are convertible into OP Units upon vesting and at Issuer's election, may be redeemed for common stock of Issuer on a one-for-one basis. LTIP Units vest 20% on each December 31 of 2016, 2017, 2018, 2019 and 2020.

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(6) In addition to LTIP Units reported herein, Reporting Person owns 558 LTIP Units and 187 OP 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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