

O HERN THOMAS E  
Form 4  
December 10, 2018

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
O HERN THOMAS E

(Last) (First) (Middle)

1299 OCEAN AVENUE, SUITE  
1000

(Street)

SANTA MONCIA, 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)  
12/06/2018

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   |                                      | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|

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| (Instr. 3)  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                     |     |                           |                    |                 |  |  |
|---|------------------------------------|------------------|------------|---|---------------------|-----|---------------------------|--------------------|-----------------|--|--|
|   |                                    |                  | Code       | V   | (A)                 | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |  |
| Long<br>Term<br>Incentive<br>Plan<br>Units <sup>(1)</sup> | \$ 0                               | 12/06/2018       | A          |   | 6,518<br><u>(2)</u> |     | 03/31/2019 <sup>(3)</sup> | 12/06/2028         | Common<br>Stock | 6,518                                  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| O HERN THOMAS E<br>1299 OCEAN AVENUE<br>SUITE 1000<br>SANTA MONCIA, CA 90401 | X             |           |         |       |

## Signatures

/s/ Ben D. Orlanski by PA for Thomas E.  
O'Hern

12/10/2018

<sup>\*\*</sup>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 2016 Omnibus Stock Incentive Plan of Douglas Emmett, Inc. ("Issuer"). Issuer is the sole stockholder of the general partner of the Operating Partnership. Upon vesting, each LTIP Unit can be converted into one OP Unit of the Operating Partnership, which is ultimately exchangeable into common stock of Issuer, and, if applicable, only after a specified percentage increase in Gross Asset Values of the assets of the Operating Partnership. LTIP Units not converted into OP Units within 10 years of the grant date will be forfeited. Upon the occurrence of certain events, OP Units into which vested LTIP Units have been converted 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) LTIP Units granted as part of Reporting Person's compensation for service as a director of Issuer.
- (3) LTIP Units vest one-quarter in equal installments on March 31, 2019, June 30, 2019, September 30, 2019, and December 31, 2019.
- (4) In addition to LTIP Units reported herein, Reporting Person owns 3,956 LTIP Units and 4,929 LTIP Units granted respectively in 2016 and 2017 pursuant to Issuer's 2016 Omnibus Stock Incentive Plan. Reporting Person also owns 37,378 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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