

Douglas Emmett Inc
 Form 4
 March 19, 2014

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)
 03/17/2014

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/17/2014		J(1)		300,000	A(1)	\$ 0
					3,078,257		
						I	See footnote 3.
Common Stock	03/17/2014		J(2)		120,000	A(2)	\$ 0
					3,198,257		(3)
						I	See footnote 3.

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

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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Common Units ⁽⁴⁾	\$ 0 ⁽⁵⁾	03/17/2014		J ⁽⁶⁾	300,000	⁽⁷⁾	⁽⁷⁾	Common Stock	300,000
Partnership Common Units ⁽⁸⁾	\$ 0 ⁽⁵⁾	03/17/2014		J ⁽⁶⁾	120,000	⁽⁷⁾	⁽⁷⁾	Common Stock	120,000

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		Chairman of the Board	

Signatures

/s/ Dan A. Emmett 03/19/2014

 **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) Acquisition of shares of common stock of Issuer (the "Shares") by the Dan A. Emmett Revocable Living Trust (the "Trust"), of which the Reporting Person is the trustee, upon redemption of OP Units (defined below).
- (2) Acquisition of Shares by Rivermouth Partners, a California limited partnership ("Rivermouth"), of which the Trust is the general partner, upon redemption of OP Units (defined below).
Ownership of common stock: 2,497,507 Shares owned by the Trust; 160,000 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.
- (3) Partnership common units ("OP Units") of Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership") held by the Trust. Issuer is the sole stockholder of the general partner of the Operating Partnership.
- (5)

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In accordance with the provisions of the Limited Partnership Agreement (the "LP Agreement") of the Operating Partnership, upon the occurrence of certain events, OP 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.

- (6) OP Units redeemed for Shares in accordance with the provisions of the LP Agreement.
- (7) Not applicable.
- (8) OP Units of the Operating Partnership held by Rivermouth. See also footnote 4.

Reporting Person may be deemed to beneficially own the following: an aggregate of 8,524,965 OP Units of which he disclaims, except to the extent of his pecuniary interest therein, 1,177,288 OP Units held by Rivermouth, and 810,126 OP Units held by trusts for his spouse and children; 8,266 long term incentive plan units ("LTIP Units") some of which are subject to vesting, and 274,355 vested stock options (right to buy). See footnote 5 regarding characteristics of OP Units. Upon the occurrence of certain events, LTIP Units are redeemable, without consideration, by the holder for an equivalent number of Shares or the cash value of such Shares, at Issuer's election.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.