

Douglas Emmett Inc  
Form 4  
February 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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(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)  
02/19/2015

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	02/19/2015		S(1)	V Amount (A) or (D) 100,000 (2) D	\$ 29.5447 (3) 2,722,857	I	See footnote 6.
Common Stock	02/19/2015		S(1)	V Amount (A) or (D) 40,000 (4) D	\$ 29.5447 (3) 2,682,857 (5)	I (6)	See footnote 6.

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

02/23/2015

\*\*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).

- The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by the Dan A. Emmett Revocable Trust (the "Trust") and Rivermouth Partners, L.P., a California limited partnership ("Rivermouth"), as of November 18, 2014. Reporting Person is president of the manager of the general partner of Rivermouth.
- (1) "Trust") and Rivermouth Partners, L.P., a California limited partnership ("Rivermouth"), as of November 18, 2014. Reporting Person is president of the manager of the general partner of Rivermouth.
- (2) The aggregate of shares of Issuer's common stock ("Shares") sold by the Trust on the same day at different prices.
- Represents the weighted average sales price. The Shares were sold at prices ranging from \$29.415 to \$29.78 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 any security holder, upon request.
- (3) regarding the number of Shares sold at each price shall be provided to the Securities and Exchange Commission Staff (the "Staff"), Issuer or any security holder, upon request.
- (4) The aggregate number of Shares sold by Rivermouth on the same day at different prices.
- Following the sales reported herein, Reporting Person continued to beneficially own 9,960,442, common stock equivalents, including common stock, OP Units, and long term incentive plan units ("LTIP Units"). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable and exchangeable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.
- (5) Units are redeemable and exchangeable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.
- (6)

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Shares beneficially owned by Reporting Person include (i) 1,937,107 Shares owned by the Trust; (ii) 633,750 Shares owned by the Emmett Foundation, a California charitable organization, and disclaimed by Reporting Person; (iii) 40,000 Shares owned by Rivermouth and disclaimed by Reporting Person except to the extent of his pecuniary interest therein; and (iv) 72,000 Shares owned by certain trusts for the benefit of Reporting Person's spouse and children of which the Reporting Person is a trustee and has voting and investment power but disclaims beneficial ownership. Derivative securities beneficially owned include 7,264,965 OP Units, 12,620 LTIP Units some of which are subject to vesting, and 274,355 vested stock options (right to buy). 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.

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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