

Emmett Dan A
Form 4
November 30, 2011

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
Expires: January 31,
2005
Estimated average
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)
11/28/2011

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 | 11/28/2011 | | S ⁽¹⁾ | 100,000 ⁽²⁾ | D \$ 17.34 | 3,217,257 | I |
| Common Stock | 11/28/2011 | | S ⁽¹⁾ | 40,000 ⁽³⁾ | D \$ 17.36 | 3,177,257 ⁽⁴⁾ | I ⁽⁵⁾ |

See
Footnote 4
for
explanation
of
ownership.

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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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 | X | Chairman of the Board | |

Signatures

/s/ Dan A.
Emmett

11/30/2011

__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 the Reporting Person and an entity affiliated with the Reporting Person as of December 22, 2010.
- (2) Shares of Issuer's common stock ("Shares") sold by the Dan A. Emmett Revocable Living Trust dated November 21, 1985 (the "Emmett Living Trust").
- (3) Shares sold by Rivermouth Partners, a CA limited partnership ("Rivermouth"), of which the Emmett Living Trust is the general partner.
- (4)

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Following the sales reported herein, the Reporting Person continued to beneficially own 15,927,181 common stock equivalents, including common stock, partnership common units of Douglas Emmett Properties, LP ("OP Units"), and long term incentive plan units ("LTIP Units"), subject to vesting and the ownership disclaimer in Footnote 5.

- Ownership includes: (i) 2,930,507 Shares owned by the Emmett Living Trust; (ii) 128,750 Shares owned by the Emmett Foundation, a CA charitable organization, and disclaimed by the Reporting Person; (iii) 40,000 Shares owned by Rivermouth which are disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; and (iv) 78,000 Shares owned by certain trusts for the Reporting Person's children for which he is a trustee but as to which he disclaims beneficial ownership. Ownership excludes: (i) (5) 12,741,932 OP Units beneficially owned by the Reporting Person, of which he disclaims, except to the extent his pecuniary interest therein, 2,879,713 OP Units held by Rivermouth and certain trusts for the Reporting Person's spouse and children, (ii) 7,992 LTIP Units some of which are subject to vesting, and (iii) 255,511 vested stock options (right to buy). OP Units and LTIP Units are exchangeable on a one-for-one basis for Issuer's common stock.

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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