

Emmett Dan A
 Form 4
 December 10, 2018

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)
 1299 OCEAN AVENUE, SUITE 1000
 (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)
 03/16/2018

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)
 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)
Common Stock	03/16/2018		G	V 26,344 D \$0	1,239,683	I	See footnote 1.
Common Stock	12/03/2018		G	V 22,396 D \$0	1,217,287 ⁽¹⁾	I	See footnote 1.

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

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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)
Long Term Incentive Plan Units ⁽²⁾	\$ 0	12/06/2018		A	3,360	12/31/2018 ⁽³⁾ 12/06/2028	Common Stock 3,360

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Emmett Dan A 1299 OCEAN AVENUE SUITE 1000 SANTA MONICA, CA 90401	X		Chairman of the Board	

Signatures

/s/ Dan A. Emmett 12/10/2018

^{**}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).

Reporting Person may be deemed to beneficially own common stock ("Common Stock") of Issuer including (i) an aggregate of 1,217,287 shares of Common Stock owned by the Dan A. Emmett Revocable Living Trust and a community property trust, and (ii) 66,000 shares of

- (1) Common Stock owned by certain trusts f/b/o Reporting Person's children (the "Children's Trusts") of which Reporting Person is a trustee with voting and investment power. Reporting Person disclaims beneficial ownership of Common Stock owned by the Children's Trusts, except to the extent of his pecuniary interest, if any, therein.
- (2) Long term incentive plan units ("LTIP Units") of Douglas Emmett Properties, LP (the "Operating Partnership") granted pursuant to the 2016 Omnibus Stock Incentive Plan of Issuer. Issuer is the sole stockholder of the general partner of the Operating Partnership. Upon vesting and certain additional criteria, each LTIP Unit can be converted into partnership common units ("OP Units"). LTIP Units not converted into OP Units within 10 years of the grant date will be forfeited. Upon the occurrence of certain events, and, if applicable, only after a specified percentage increase in Gross Asset Values of the assets of the Operating Partnership, OP Units are redeemable and may

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be exchanged without consideration by the holder for an equivalent number of shares of Common Stock of Issuer or for the cash value of such shares, at Issuer's option.

- (3) LTIP Units vest 25% on December 31, 2018. The balance of the LTIP Units vests in equal installments on December 31, 2019, 2020 and 2021.

In addition to LTIP Units reported herein, Reporting Person's derivative securities include (i) 3,462,104 OP Units of which 810,126 OP Units are held by the Children's Trusts and a trust f/b/o the Reporting Person's spouse (collectively, the "Family Trusts") of which Reporting Person is a trustee, (ii) 3,169 LTIP Units granted under Issuer's 2006 Omnibus Stock Incentive Plan, as amended, and (iii)

- (4) 2,442 LTIP Units and 3,043 LTIP Units granted respectively in 2016 and 2017 pursuant to Issuer's 2016 Omnibus Stock Incentive Plan. Reporting Person disclaims beneficial ownership of OP Units held by the Family Trusts, except to the extent of his pecuniary interest, if any, therein.

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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