

Emmett Dan A
Form 4
February 13, 2019

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
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(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)
12/13/2018

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	12/13/2018		G V	33,417 D \$ 0	1,183,870 ⁽¹⁾ ₍₂₎	I ⁽¹⁾	See footnote 2.

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
required to respond unless the form
displays a currently valid OMB control
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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)**

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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 Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

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/ Ben D. Orlanski by POA for Dan A. Emmett 02/13/2019

**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) Common stock beneficially owned includes (i) an aggregate of 1,183,870 Shares held by the Emmett Trust, and (ii) 66,000 Shares held by certain trusts f/b/o Reporting Person's children of which Reporting Person is a trustee with sole voting and dispositive power but disclaims beneficial ownership therein. Derivative securities beneficially owned include (i) 3,462,104 OP Units, including 810,126 OP Units held by trusts f/b/o Reporting Person's spouse and children of which Reporting Person disclaims beneficial ownership, except to the extent of his pecuniary interest, if any, therein; (ii) 3,169 LTIPs granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended; and (iii) 8,845 LTIPs granted pursuant to Issuer's 2016 Omnibus Stock Incentive Plan.

(2) Following the gift reported herein, Reporting Person may be deemed to beneficially own 4,723,988 common stock equivalents, including common stock ("Common Stock") of Issuer, and partnership common units ("OP Units") and long term incentive plan units ("LTIPs") of Douglas Emmett Properties, LP (the "Operating Partnership"). Issuer is the sole stockholder of the general partner of the Operating Partnership. Upon vesting and certain additional criteria, LTIPs can be converted into OP Units. Upon the occurrence of certain events, OP Units are redeemable and may be exchanged without consideration by the holder for an equivalent number of shares of Common Stock or for the cash value of such shares, at Issuer's option.

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.