

Douglas Emmett Inc
 Form 4
 February 16, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
 02/14/2017

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)	
			Code	V	Amount (A) or (D) Price			
Common Stock	02/14/2017		S		6,000 (1) \$ 39.2115 (2)	D	1,721,803 I	See footnote 9.
Common Stock	02/14/2017		S		26,538 (3) \$ 39.2235 (4)	D	1,695,265 I	See footnote 9.
Common Stock	02/16/2017		S		42,513 (3) \$ 39.1231 (5)	D	1,652,752 I	See footnote 9.
Common Stock	02/16/2017		S ⁽⁶⁾		70,405 (3) \$ 39.1416	D	1,582,347 ⁽⁸⁾ I ⁽⁹⁾	See footnote

(7)

9.

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

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(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 Owned Beneficially (Instr. 3, 4, and 5)
				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/ Ben D. Orlanski by PA for Dan A.
Emmett

02/16/2017

**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 aggregate number of shares (the "Shares") of Issuer's common stock sold by the Daniel W. Emmett Living Trust on the same day at
- (1) different prices. The Reporting Person is a trustee of such trust and has sole voting and dispositive control over such Shares but disclaims beneficial interest therein.
 - (2) Represents the weighted average sales price. The Shares were sold at prices ranging from \$39.17 to \$39.26 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

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or any security holder, upon request.

- (3) The aggregate number of Shares sold by the Reporting Person on the same day at different prices.
- (4) Represents the weighted average sales price. Shares were sold at prices ranging from \$39.17 to \$39.285 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer or any security holder, upon request.
- (5) Represents the weighted average sales price. The Shares were sold at prices ranging from \$39.05 to \$39.39 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer or any security holder, upon request.
- (6) Such sale was effected pursuant to a Rule 10b5-1 trading plan entered into by the Dan A. Emmett Revocable Trust (the "Trust") as of November 23, 2016.
- (7) Represents the weighted average sales price. The Shares were sold at prices ranging from \$39.02 to \$39.44 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer or any security holder, upon request.

Following the sales reported herein, Reporting Person continues to beneficially own 5,650,062 common stock equivalents, including common stock of Issuer, partnership common units ("OP Units") of Douglas Emmett Partnership, LP (the "Operating Partnership"), and

- (8) long term incentive plan units ("LTIP Units") of the Operating Partnership. Upon vesting and certain additional criteria, each LTIP Unit can be converted into one OP Unit. Upon the occurrence of certain events, OP Units are redeemable by the holder, without consideration, for an equivalent number of Shares or for the cash value of such Shares, at Issuer's option.

Shares beneficially owned include (i) an aggregate of 1,582,347 Shares owned by the Trust, and (ii) 66,000 Shares owned 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) 4,057,770 OP Units, including 810,126 OP Units held

- (9) 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) 6,689 LTIP Units granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended; and (iii) 3,256 LTIP Units granted pursuant to Issuer's 2016 Omnibus Stock Incentive Plan. Issuer is the sole stockholder of the general partner of the Operating Partnership.

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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