

Emmett Dan A
Form 4
January 31, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2011
Estimated average burden hours per response... 0.5

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)
12/30/2010

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 (D) Price | | | |
| Common Stock | 12/30/2010 | | G | V 93,750 (1) D \$ 16.89 | 4,537,257 | I | See Footnote 5. |
| Common Stock | 01/27/2011 | | S(2) | 40,000 (3) D \$ 18.104 | 4,497,257 | I | See Footnote 5. |
| Common Stock | 01/27/2011 | | S(2) | 100,000 (4) D \$ 18.178 | 4,397,257 | I (5) | See Footnote 5. |

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 (Instr. 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 | X | Chairman of the Board | |

Signatures

/s/ Dan A.
Emmett

01/31/2011

**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) Gifts by the Emmett Foundation, a California charitable organization (the "Foundation"). The Reporting Person disclaims all shares owned by the Foundation.
- (2) The sales reported in this Form 4 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.
- (3) Shares sold by Rivermouth Partners, a California limited partnership ("Rivermouth"), of which the Emmett Living Trust is the general partner.
- (4) Shares sold by the Dan A. Emmett Revocable Living Trust of November 21, 1985 (the "Emmett Living Trust").

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- (5) Shares of Issuer's common stock ("Shares") beneficially owned by the Reporting Person: (i) 4,110,507 Shares owned by the Dan A. Emmett Revocable Living Trust of November 21, 1985; (ii) 78,750 Shares owned by the Foundation, all of which are disclaimed by the Reporting Person; (iii) 120,000 Shares owned by Rivermouth which are disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; and (iv) 88,000 Shares owned by certain trusts for the Reporting Person's children for which he is a trustee and has sole voting and investment power but disclaims beneficial ownership. Ownership does not include 13,058,050 partnership common units ("OP Units") of Douglas Emmett Properties, LP beneficially owned by the Reporting Person, of which he disclaims 3,199,713 OP Units, except to the extent his pecuniary interest therein, which are exchangeable on a one-for-one basis for Shares. Ownership excludes 255,511 vested stock options (right to buy).

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.