

Emmett Dan A
Form 4
July 28, 2011

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)
07/27/2011

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 Ownership (Instr. 4)
Common Stock	07/26/2011		C	200,000 A	\$ 0 ⁽¹⁾ 3,877,257	I	See Footnote 5 for explanation of ownership.
Common Stock	07/27/2011		S ⁽²⁾	100,000 ⁽³⁾ D	\$ 20.817 3,777,257	I	See Footnote 5 for explanation of ownership.

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Common Stock	07/27/2011	S ⁽²⁾	40,000 ⁽⁴⁾	D	\$ 20.812	3,737,257	I ⁽⁵⁾	See Footnote 5 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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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Common Units	\$ 0	07/26/2011		C ⁽⁶⁾	200,000	⁽⁷⁾	⁽⁸⁾	Common Stock	200,000

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 07/28/2011

**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).
- Common stock of the Issuer acquired by Rivermouth Partners, a CA limited partnership ("Rivermouth"), upon conversion of limited partnership units ("OP Units") of Douglas Emmett Properties, LP, a Delaware limited partnership whose general partner is wholly owned by Issuer. OP Units are convertible into common stock of Issuer on a one-for-one basis without consideration.
- (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 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. Ownership includes: (i) 3,330,507 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) 200,000 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: 12,741,932 partnership common units ("OP Units") of Douglas Emmett Properties, LP 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 which are exchangeable on a one-for-one basis for Issuer's common stock. Ownership excludes 255,511 vested stock options (right to buy).
 - (5) Conversion of OP Units acquired by Rivermouth on October 30, 2006.
 - (6) Not applicable.
 - (7) OP Units have no expiration date.

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.