

Emmett Dan A
Form 4
January 22, 2013

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)
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)
01/17/2013

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 or Price					
Common Stock	01/17/2013		S ⁽¹⁾		82,143 (2)	D	\$ 23.636	4,433,114	I ⁽³⁾	See footnote 6.
Common Stock	07/17/2013		S ⁽¹⁾		32,857 (4)	D	\$ 23.636	4,300,257	I ⁽³⁾	See footnote 6.
Common Stock	07/18/2013		S ⁽¹⁾		17,857 (2)	D	\$ 23.545	4,282,400	I ⁽³⁾	See footnote 6.
Common Stock	07/18/2013		S ⁽¹⁾		7,143 (4)	D	\$ 23.545	4,275,257 ⁽⁵⁾	I ⁽⁶⁾	See footnote

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- (4) Shares sold by Rivermouth Partners, a California limited partnership ("Rivermouth"). The Reporting Person is the chief executive officer and president of the general partner of Rivermouth.

Following the sales reported herein and subject to the disclaimer in footnote 6, Reporting Person continued to beneficially own

- (5) 13,776,152 common stock equivalents, including common stock, partnership common units (OP Units") of Douglas Emmett Properties, LP, and long term incentive plan units ("LTIP Units"). Upon the occurrence of certain events, OP Units and LTIP Units are redeemable, without consideration, by the holder for an equivalent number of Shares or for the cash value of such Shares, at Issuer's election.

Ownership: 3,447,507 Shares owned by the Trust; 315,750 Shares owned by the Emmett Foundation, a CA charitable organization, and disclaimed by Reporting Person; 440,000 Shares owned by Rivermouth and disclaimed by Reporting Person except to the extent of his pecuniary interest therein; 72,000 Shares owned by certain trusts f/b/o Reporting Person's spouse and children of which the Reporting

- (6) Person is a trustee and has voting and investment power but disclaims beneficial ownership. Beneficial ownership of derivative securities: 9,486,475 OP Units of which Reporting Person disclaims, except to the extent of his pecuniary interest there, 1,537,288 OP Units held by Rivermouth and 810,126 OP Units held by trusts for his spouse and children; 14,420 LTIP Units some of which are subject to vesting, and 274,355 vested stock options (right to buy). See also footnote 5.

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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