GUTH THEODORE E

Form 4

January 20, 2011

FORM 4

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

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GUTH THEODORE E**

5. Relationship of Reporting Person(s) to Issuer

Symbol Douglas Emmett Inc [DEI]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Check all applicable) Director 10% Owner

808 WILSHIRE

(Month/Day/Year)

X_ Officer (give title Other (specify below) below)

01/18/2011

EVP, Secy

BOULEVARD, SUITE 200

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA MONICA, CA 90401

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

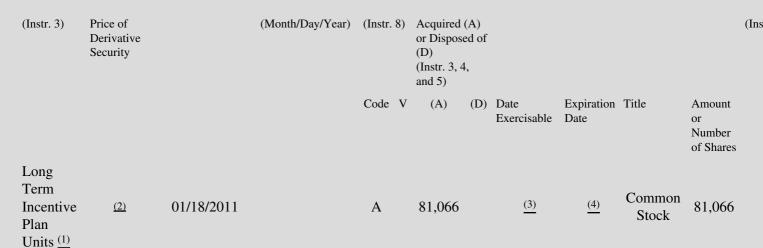
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. P Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securities Der Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Sec

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Reporting Owners

Reporting Owner Name / Address	Keiationsinps			
	Director	10% Owner	Officer	Other
GUTH THEODORE E				
808 WILSHIRE BOULEVARD				

SUITE 200

EVP, Secy

SANTA MONICA, CA 90401

Signatures

/s/ James J. Vieceli by PA for Theodore E. 01/20/2011 Guth

> **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).

Relationshins

Long Term Incentive Plan Units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating

Operating Partnership. LTIP Units have full parity with the common limited partnership units (the "Common Units") of the Operating Partnership for all purposes and may be converted into an equal number of Common Units on a one-for-one basis at any time. Upon notice of redemption, Common Units are redeemable for cash based on the fair market value of an equivalent number of shares of Issuer's common stock, or, at the election of Issuer, for an equal number of shares Issuer's common stock.

Partnership"), granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan. Issuer is the sole stockholder of the general partner of the

- (2) LTIP Units are convertible into common stock of the Issuer on a one-for-one basis beginning two years from date of grant.
- (3) LTIP Units vest one-quarter on each December 31 of 2011, 2012, 2013 and 2014.
- (4) Not applicable.

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.

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