Douglas Emmett Inc Form 4 February 10, 2017

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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OMB APPROVAL

Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Kaplan Jordan L			Issuer Name and Ticker or Trading Symbol Douglas Emmett Inc [DEI]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	(Check all applicable) _X_ Director 10% Owner		
808 WILSHIRE BOULEVARD, SUITE 200			02/08/2017	X Officer (give title Other (specify below) Chief Exec Officer, President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SANTA MONICA, CA 90401			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Sec	curitie	s Acquir	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities onor Disposed of (Instr. 3, 4 and	of (D) ad 5) (A)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/08/2017		Code V M	Amount 1,358,696	or (D)	Price \$ 11.42	(Instr. 3 and 4) 4,115,391	D	
Common Stock	02/08/2017		M	525,763	A	\$ 15.05	4,641,154	D	
Common Stock	02/08/2017		F	1,269,189	D	\$ 38.68	3,371,965	D	
Common Stock	02/08/2017		G V	639,375	D	\$0	2,732,590	D	

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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Employee Stock Options (right to buy) (1)	\$ 11.42	02/08/2017		M		1,358,696	01/12/2009	12/31/2018	Common Stock	1,35
Employee Stock Options (right to buy) (1)	\$ 15.05	02/08/2017		M		525,763	01/19/2010	12/31/2019	Common Stock	52:

Dalatianshin

Reporting Owners

SANTA MONICA, CA 90401

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		
Kaplan Jordan L						
808 WILSHIRE BOULEVARD SUITE 200	X		Chief Exec Officer, President			

Signatures

/s/ Jordan L. Kaplan	02/10/2017		
**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).
- (1) Employee stock options (right to buy) ("Options") granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended.

(2)

Reporting Owners 2

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Reporting Person also owns (i) 7,228,100 partnership common units ("OP Units") of Douglas Emmett Partnership, LP, a Delaware limited partnership (the "Operating Partnership"); and (ii) an aggregate of 520,548 long term incentive plan units ("LTIP Units"), some of which are subject to vesting and other criteria. The LTIP Units were granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended, and Issuer's 2016 Omnibus Stock Incentive Plan. Upon the occurrence of certain events, OP Units and LTIP Units are redeemable and exchangeable, without consideration, by the holder for an equivalent number of shares of Issuer's common stock, or for the cash value of such shares, at Issuer's election. 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. 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.