

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

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

OMB Number: 3235-0287

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| 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    | (A) or (D) | Price    |   |  |   |
| Common Stock                    | 02/08/2017                           |  | M                              |   | 1,358,696 | A          | \$ 11.42 | 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  |   |

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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<br>Derivative<br>Security<br>(Instr. 3)              | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |  |
|--|--|---|---|--------------------------------------|--|--|-----|--|--------------------|-----------------|--|
|  |  |   |   | Code                                 | V  | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title           | Amount<br>Owned<br>Number of<br>Shares |
| Employee<br>Stock<br>Options<br>(right to<br>buy) <sup>(1)</sup> | \$ 11.42   | 02/08/2017                              |   | M                                    |  | 1,358,696  |     | 01/12/2009   | 12/31/2018         | Common<br>Stock | 1,358,696                              |
| Employee<br>Stock<br>Options<br>(right to<br>buy) <sup>(1)</sup> | \$ 15.05   | 02/08/2017                              |   | M                                    |  | 525,763  |     | 01/19/2010   | 12/31/2019         | Common<br>Stock | 525,763                                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Kaplan Jordan L<br>808 WILSHIRE BOULEVARD<br>SUITE 200<br>SANTA MONICA, CA 90401 | X Chief Exec Officer, President  |

## Signatures

/s/ Jordan L.  
Kaplan 02/10/2017

<sup>\*\*</sup>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)

## Edgar Filing: Douglas Emmett Inc - Form 4

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.

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