

Douglas Emmett Inc
 Form 4/A
 December 22, 2014

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)
 12/09/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/22/2014

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)
Common Stock	12/09/2014		G	V 25,200 D \$ 0	2,682,857	I	See footnotes 7 and 8.
Common Stock	12/10/2014		G ⁽¹⁾	V 165,000 D \$ 0	2,517,857	I	See footnotes 7 and 8.
Common Stock	12/10/2014		G ⁽¹⁾	V 165,000 A \$ 0	2,682,857	I	See footnotes 7 and 8.
Common Stock	12/18/2014		S ⁽²⁾	75,214 D \$ 28.0007	2,607,643	I	See footnotes

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					(4)				
Common Stock	12/18/2014	S ⁽²⁾	30,086 ⁽⁵⁾	D	\$ 28.0007	2,577,557	I		7 and 8. See footnotes 7 and 7.8
Common Stock	12/19/2014	S ⁽²⁾	24,786 ⁽³⁾	D	\$ 28.0574	2,552,771	I		See footnotes 7 and 8.
Common Stock	12/19/2014	S ⁽²⁾	9,914 ⁽⁵⁾	D	\$ 28.0574	2,542,857 ⁽⁷⁾	I ⁽⁸⁾		See footnotes 7 and 8.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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		Chairman of the Board	

Signatures

/s/ Dan A.
Emmett

12/22/2014

 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) Gift to the Emmett Foundation, a California charitable organization (the "Foundation"), of which the Reporting Person has sole voting and dispositive power. Beneficial ownership of shares held by the Foundation is disclaimed by the Reporting Person.
- (2) The sales reported herein were effected pursuant to Rule 10b5-1 trading plans entered into by Reporting Person and Rivermouth Partners, a California limited partnership ("Rivermouth"), as of December 18, 2012.
- (3) The aggregate of shares of common stock of Issuer (the "Shares") sold by the Dan A. Emmett Revocable Living Trust (the "Trust") on the same day at different prices.

Represents the weighted average sales price. The Shares were sold at prices ranging from \$27.83 to \$28.09 per share. Full information regarding the number of Shares sold at each price shall be provided to the Securities and Exchange Commission staff (the "Staff"), Issuer, or a security holder of Issuer, upon request.
- (4) The aggregate of Shares sold by by Rivermouth on the same day at different prices.

Represents the weighted average sales price. The Shares were sold at prices ranging from \$27.99 to \$28.17 per share. Full information regarding the number of Shares sold at each price shall be provided to the Staff, Issuer, or a security holder of Issuer, upon request.
- (5) Following the transactions reported herein, Reporting Person continued to beneficially own 10,236,088 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.
- (6) Reporting Person's beneficial ownership of common stock includes (i) 1,837,107 Shares owned by the Trust; (ii) 633,750 Shares owned by the Emmett Foundation, a California charitable organization, disclaimed by Reporting Person; (iii) -0- Shares owned by Rivermouth, disclaimed by Reporting Person except to the extent of his pecuniary interest therein; and (iv) 72,000 Shares owned by certain trusts f/b/o Reporting Person's spouse and children of which the Reporting Person is a trustee and has voting and investment power but disclaims beneficial ownership. Derivative securities beneficially owned: (i) 7,684,965 OP Units of which Reporting Person disclaims, except to the extent of his pecuniary interest therein, 937,288 OP Units held by Rivermouth, and 810,126 OP Units held by trusts for his spouse and children; (ii) 8,266 LTIP Units some of which are subject to vesting; and (iii) 274,355 vested stock options (right to buy). See also footnote 7.
- (7)
- (8)

Remarks:

This Form 4A amends Reporting Person's Form 4 filed on December 22, 2014 to include gifts of common stock inadvertently

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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