Douglas Emmett Inc Form 4 December 24, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Kaplan Jordan L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

Douglas Emmett Inc [DEI]

(Check all applicable)

(First)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director X_ Officer (give title below)

10% Owner Other (specify

808 WILSHIRE **BOULEVARD, SUITE 200**

4. If Amendment, Date Original

Chief Exec Officer, President 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Instr. 8)

12/22/2014

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

(City) (State) (Zip)

SANTA MONICA, CA 90401

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

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

Ownership (Instr. 4) (Instr. 4)

(9-02)

(A)

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reported

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 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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of (I Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Long Term Incentive Plan	\$ 0	12/22/2014		A		287,357 (2)		12/31/2014(3)	<u>(4)</u>	Common Stock	287,35

Reporting Owners

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

Signatures

Units (1)

/s/ Ben D. Orlanski by PA for Jordan L.

Kaplan

**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) Long Term Incentive Plan Units ("LTIP Units") granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended.
 - LTIP Units in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating Partnership"). Issuer is the sole stockholder of the general partner of the Operating Partnership. LTIP Units have full parity with partnership common units (the "OP Units") for all
- (2) purposes and subject to vesting, may be converted into an equal number of OP Units on a one-for-one basis. Upon the occurrence of certain events, LTIP Units and OP Units are redeemable, 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.
- (3) LTIP Units will vest 70% on December 31, 2014. The balance of 30% wil vest 10% in equal installments on each December 31, 2015, 2016 and 2017.
- (4) Not applicable.
- (5) Reporting Person also owns 235,371 LTIP Units.

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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