Douglas Emmett Inc Form 4 December 24, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Zip)

1(b).

(Last)

(City)

(Instr. 3)

808 WILSHIRE

OMB APPROVAL

OMB 3235-0287 Number:

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(Print or Type Responses)

1. Name and Address of Reporting Person * **CRUMMY KEVIN ANDREW**

(First)

2. Issuer Name and Ticker or Trading Symbol

Douglas Emmett Inc [DEI]

3. Date of Earliest Transaction

(Month/Day/Year) 12/22/2014

(Check all applicable)

Director X_ Officer (give title below)

10% Owner Other (specify

Chief Investment Officer

5. Relationship of Reporting Person(s) to

BOULEVARD, SUITE 200

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

Issuer

SANTA MONICA, CA 90401

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

3. 4. Securities Execution Date, if Code (Month/Day/Year)

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

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

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

Transaction(s) (Instr. 3 and 4)

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 Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securities Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Long Term Incentive Plan Units (1)	\$ 0	12/22/2014		A	50,854 (2)		12/31/2014(3)	<u>(4)</u>	Common Stock	50,854
Long Term Incentive Plan Units (1)	\$ 0	12/22/2014		A	139,325 (2)		12/31/2015(5)	<u>(4)</u>	Common Stock	139,32

Reporting Owners

Reporting Owner Name / Address			Relationships	
• 0	Director	10% Owner	Officer	Other
CRUMMY KEVIN ANDREW				

808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401

Chief Investment Officer

Signatures

/s/ Ben D. Orlanski by PA for Kevin A.
Crummy 12/24/2014

**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) Long Term Incentive Plan Units ("LTIP Units") granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended.
 - Long Term Incentive Plan units ("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
- (2) partnership common units (the "OP Units") for all 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, 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 one-quarter on each December 31 of 2014, 2015, 2016 and 2017.
- (4) Not applicable.
- (5) LTIP Units will vest 20% on each December 31 of 2015, 2016, 2017, 2018 and 2019.

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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