Douglas Emmett Inc Form 4 December 23, 2015

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

O HERN THOMAS E

(First) (Middle)

808 WILSHIRE **BOULEVARD, SUITE 200**

SANTA MONCIA, CA 90401

(Street)

4. If Amendment, Date Original

Douglas Emmett Inc [DEI]

3. Date of Earliest Transaction

Filed(Month/Day/Year)

3.

(Month/Day/Year)

12/21/2015

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed

Execution Date, if (Month/Day/Year)

Code (Instr. 8)

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

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 4)

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 Conversion

or Exercise

Security

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

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

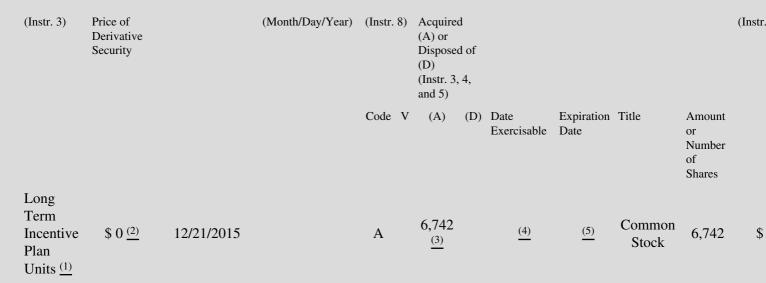
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price Underlying Securities (Instr. 3 and 4)

Deriv

Secur

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O HERN THOMAS E 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONCIA, CA 90401	X			

Signatures

/s/ Ben D. Orlanski by PA for Thomas E.
O'Hern

**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). Long Term Incentive Plan units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating

Partnership"), granted pursuant to the 2006 Omnibus Stock Incentive Plan of Douglas Emmett, Inc. ("Issuer"). Issuer is the sole stockholder of the general partner of the Operating Partnership. LTIP Units have full parity with partnership common units ("OP Units") of the Operating Partnership 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 by the holder, 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.

- (2) See footnote 1.
- (3) LTIP Units granted as part of Reporting Person's compensation for service as a director of Issuer.
- (4) These LTIP Units vest one-quarter in equal installments on each of March 31, 2016, June 30, 2016, September 30, 2016, and December 31, 2016.
- (5) Not applicable.
- (6) In addition to LTIP Units reported herein, Reporting Person owns 5,983 LTIP Units and 23,335 OP 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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