Emmett Dan A Form 4 December 20, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3

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Form 5 obligations may continue. See Instruction

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Emmett Dan A Issuer Symbol Douglas Emmett Inc [DEI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director X 10% Owner X_ Officer (give title __Other (specify 808 WILSHIRE 12/15/2010 below) **BOULEVARD, SUITE 200** Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SANTA MONICA, CA 90401

(State)

(C:tr.)

(City)	(State) (Table Table	e I - Non-D	erivative Se	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/15/2010		С	200,000	A	<u>(1)</u>	4,771,007	I (2)	See Footnote 1.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Common Units (3)	<u>(4)</u>	12/15/2010		C		200,000	<u>(4)</u>	(5)	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner France / Francess	Director	10% Owner	Officer	Other				
Emmett Dan A 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401	X	X	Chairman of the Board					

Signatures

/s/ Theodore E. Guth by PA for Dan A.

Emmett

12/20/2010

**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) Conversion of Partnership Common Units ("OP Units"). OP Units are convertible into Issuer's common stock on a one-for-one basis.
 - Shares held by the Reporting Person: (i) the Dan A. Emmett Revocable Living Trust of November 21, 1985 (the "Emmett Living Trust") owns 4,310,507 shares; (ii) Rivermouth Partners, a California limited partnership ("Rivermouth") owns 200,000 shares which are
- disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; (iii) the Emmett Foundation, a California charitable organization, owns 172,500 shares all of which are disclaimed by the Reporting Person; and (iv) trusts for the Reporting Person's children, of which the Reporting Person is a trustee, own 88,000 shares all of which are disclaimed by the Reporting Person. Ownership excludes 232,681 fully vested employee stock options (right to buy).
- OP Units in Douglas Emmett Properties, LP, a Delaware limited partnership, whose general partner is wholly owned by the Issuer. The OP Units were acquired by the Reporting Person on October 30, 2006 and are convertible into Issuer's common stock on a one-for-one basis.
- (4) The OP Units are not traded but have an economic interest equivalent to one share of the Issuer's common stock.
- (5) Not applicable.
- OP Units held by the Reporting Person: (i) the Emmett Living Trust holds 9,824,431 OP Units; (ii) the Emmett Community Property

 Trust holds 33,906 OP Units; (iii) Rivermouth holds 2,817,288 OP Units which are disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; and (iv) trusts for the Reporting Person's spouse and children own 382,425 OP Units all of which are disclaimed by the Reporting Person.

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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