

ANDERSON CHRISTOPHER H  
 Form 4  
 August 09, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 ANDERSON CHRISTOPHER H

(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)  
 08/07/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	08/07/2012		C	500,000 A \$ 0 (1)	2,853,548	I	By Trust
Common Stock	08/09/2012		S	500,000 D \$ 23.487	2,353,548	I	By Trust

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

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SEC 1474  
 (9-02)

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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)	Amount or Number of Shares
Partnership Common Units	\$ 0 <sup>(2)</sup>	08/07/2012		C <sup>(2)</sup>	500,000	<sup>(3)</sup> / <sup>(3)</sup>	Common Stock <sup>(2)</sup>	500,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON CHRISTOPHER H 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401		X		

## Signatures

/s/ Ben D. Orlanski by PA for Christopher H. Anderson

08/09/2012

        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) Common stock acquired upon redemption of Partnership Common Units ("OP Units") of Douglas Emmett Properties, LP, a Delaware limited partnership (the "Operating Partnership"). Issuer is the sole stockholder of the general partner of the Operating Partnership. OP Units redeemed by and converted into common stock of Issuer. Upon the occurrence of certain events, OP Units are redeemable,
- (2) 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) Not applicable.
- (4) Reporting person also holds 7,101 long term incentive plan units ("LTIP Units") in the Operating Partnership. Upon the occurrence of certain events and vesting, LTIP 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.

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.