

Emmett Dan A  
 Form 4  
 November 30, 2011

**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 \*  
 Emmett Dan A

(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)  
 11/28/2011

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)  
 Chairman of the Board

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/28/2011		S <sup>(1)</sup>		100,000 <sup>(2)</sup>	D	\$ 17.34
					3,217,257	I	
Common Stock	11/28/2011		S <sup>(1)</sup>		40,000 <sup>(3)</sup>	D	\$ 17.36
					3,177,257 <sup>(4)</sup>	I <sup>(5)</sup>	

See Footnote 4 for explanation of ownership.  
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Following the sales reported herein, the Reporting Person continued to beneficially own 15,927,181 common stock equivalents, including common stock, partnership common units of Douglas Emmett Properties, LP ("OP Units"), and long term incentive plan units ("LTIP Units"), subject to vesting and the ownership disclaimer in Footnote 5.

- Ownership includes: (i) 2,930,507 Shares owned by the Emmett Living Trust; (ii) 128,750 Shares owned by the Emmett Foundation, a CA charitable organization, and disclaimed by the Reporting Person; (iii) 40,000 Shares owned by Rivermouth which are disclaimed by the Reporting Person except to the extent of his pecuniary interest therein; and (iv) 78,000 Shares owned by certain trusts for the Reporting Person's children for which he is a trustee but as to which he disclaims beneficial ownership. Ownership excludes: (i) 12,741,932 OP Units beneficially owned by the Reporting Person, of which he disclaims, except to the extent his pecuniary interest therein, 2,879,713 OP Units held by Rivermouth and certain trusts for the Reporting Person's spouse and children, (ii) 7,992 LTIP Units some of which are subject to vesting, and (iii) 255,511 vested stock options (right to buy). OP Units and LTIP Units are exchangeable on a one-for-one basis for Issuer's common stock.

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.