#### COLEMAN VICTOR J

Form 4 January 04, 2007

## FORM 4

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

**OMB** 3235-0287

Check this box if no longer subject to

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

Number: January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

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

Estimated average burden hours per response...

See Instruction

may continue.

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* COLEMAN VICTOR J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Douglas Emmett Inc [DEI]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 01/01/2007

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

808 WILSHIRE **BOULEVARD, SUITE 200** 

(Street)

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

SANTA MONICA, CA 90401

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 Derivative Security

Conversion or Exercise

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 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	l of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Long-Term Incentive Plan Units	<u>(2)</u>	01/02/2007		A		1,880		(3)	<u>(4)</u>	Common Stock	1,880
Long Term Incentive Plan Units	(2)	01/01/2007		A		325		01/01/2007(6)	<u>(4)</u>	Common Stock	325

# **Reporting Owners**

Reporting Owner Name / Address	Relationsnips						
	Director	10% Owner	Officer	Other			
COLEMAN VICTOR J 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401	X						

### **Signatures**

/s/ Theodore E. Guth P/A for Victor J.
Coleman 01/02/2007

\*\*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).

Represents long-term incentive plan units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating Partnership"). The Issuer is the sole stockholder of the general partner of the Operating Partnership. Initially, LTIP Units will not have full parity with the common limited partnership units (the "Common Units") of the Operating Partnership. However, LTIP Units may

- (1) over time achieve full parity with Common Units for all purposes, and thereafter may be converted into an equal number of Common Units on a one-for-one basis at any time. Common Units are redeemable commencing 14 months from the Transaction Date for cash based on the fair market value of an equivalent number of shares of the Issuer's common stock, or, at the election of the Issuer, an equal number of shares of the Issuer's common stock.
- (2) LTP Units are convertible into common stock of the Issuer on a one-for-one basis.
- (3) 1,880 LTIP Units will vest in equal quarterly installments on each of March 31, 2007, June 30, 2007, September 30, 2007, and December 31, 2007.
- (4) Not applicable.

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- (5) The Reporting Person also owns 7,500 LTIP Units which vest in three equal annual installments on October 30 of 2007, 2008, and 2009.
- (6) 325 LTIP Units are fully vested and exercisable as of January 1, 2007.

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.