

Douglas Emmett Inc
 Form 4
 August 13, 2008

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 *
Kamer William

(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)
08/11/2008

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)
Chief Financial Officer

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	(A) or (D)	Price
Common Stock	08/11/2008		C ⁽¹⁾		43,021	A	\$ 0 ⁽¹⁾
Common Stock	08/11/2008		S		43,021	D	\$ 24.49
							138,221
							95,200 ⁽²⁾

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

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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Partnership Common Units	(3)	08/11/2008		C	43,021	12/30/2007	(4)	Common Stock	43,021
Partnership Common Units (6)	(3)					10/30/2008	(4)	Common Stock	25,375
Long Term Incentive Plan Units	(7)					(8)	(4)	Common Stock	76,125
Long Term Incentive Plan Units	(7)					(9)	(4)	Common Stock	13,125
Employee Stock Options (right to buy)	\$ 21					(10)	10/30/2016	Common Stock	386,625
Employee Stock Options (right to buy)	\$ 21.87					(11)	12/31/2017	Common Stock	152,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kamer William 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401			Chief Financial Officer	

Signatures

/s/ William

Kamer

08/13/2008

__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) Represents exchange of Partnership Common Units ("OP Units") of Douglas Emmett Properties, LP, into common stock of Douglas Emmett, Inc. (the "Issuer"). OP Units are exchangeable for common stock of the Issuer on a one-for-one basis without consideration.
Not including OP Units and Long Term Incentive Plan Units ("LTIP Units"). Including such securities, Reporting Person owns a total of
- (2) 114,646 shares of Issuer's common stock equivalents after the reported transaction and has options covering an additional 538,784 shares.
- (3) OP Units are exchangeable for common stock of the Issuer on a one-for-one basis without additional consideration.
- (4) Not applicable.
- (5) OP Units received in exchange for the direct or indirect contribution of property to Douglas Emmett Properties, LP, of which the Issuer is the sole stockholder of the general partner. The value of the OP Units was \$21.00 per OP Unit as of the date of the contribution on October 30, 2006, based on the price of the Issuer's common stock at the time of Issuer's initial public offering.
- (6) OP Units received July 2008 on conversion of vested and booked up LTIP Units in Douglas Emmett Properties, LP.
- (7) LTIP Units are exchangeable for OP Units (and ultimately exchangeable for common stock of the Issuer) on a one-for-one basis.
- (8) LTIP Units vest in four equal annual installments upon each anniversary of December 31, 2006, and, to the extent vested and booked up, are exchangeable into common stock on or after October 30, 2008.
- (9) LTIP Units vest one-quarter on January 25, 2008, and one-quarter on each December 31 of 2008, 2009 and 2010, and, to the extent vested and booked up, are exchangeable into common stock of the Issuer on or after January 25, 2010.
- (10) Options vest in four equal annual installments upon each anniversary of December 31, 2006.
- (11) Options vest one-quarter on January 25, 2008, and one-quarter on each December 31 of 2008, 2009 and 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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