

Kamer William
Form 4
November 12, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

11/09/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer, Secy

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	11/09/2010		C ⁽¹⁾		85,984	A	\$ 0
Common Stock	11/09/2010		S		138,519	D	\$ 17.818

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Partnership Common Units	<u>(2)</u>	11/09/2010		C	85,984	03/30/2010 <u>(3)</u>	Common Stock 85
Employee Stock Options (right to buy)	\$ 21					01/01/2008 ⁽⁵⁾ 10/30/2016	Common Stock 38
Employee Stock Options (right to buy)	\$ 21.87					01/25/2008 ⁽⁶⁾ 12/31/2017	Common Stock 15
Employee Stock Options (right to buy)	\$ 11.42					01/12/2009 ⁽⁷⁾ 12/31/2018	Common Stock 29
Employee Stock Options (right to buy)	\$ 15.05					01/19/2010 ⁽⁸⁾ 12/31/2019	Common Stock 11
Long Term Incentive Plan Units (LTIPs)	<u>(9)</u>					12/31/2010 ⁽¹⁰⁾ <u>(3)</u>	Common Stock 23
Long Term Incentive Plan Units (LTIPs)	<u>(9)</u>					12/31/2010 ⁽¹¹⁾ <u>(3)</u>	Common Stock 3
Long Term Incentive Plan Units	<u>(9)</u>					12/31/2010 ⁽¹²⁾ <u>(3)</u>	Common Stock 12

(LTIPs)

Long Term

Incentive (9)

01/19/2010⁽¹³⁾

(3)

Common
Stock

24

Plan Units

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, Secy	

Signatures

/s/ Theodore E. Guth by PA for William
Kamer

11/11/2010

__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).

Acquisition of common stock of Issuer pursuant to tender of Partnership Common Units ("OP Units") of Douglas Emmett Properties, LP, of which the Issuer is the sole stockholder of the general partner. OP Units are exchangeable for common stock of Issuer on a one-for-one basis without consideration.

(1) LP, of which the Issuer is the sole stockholder of the general partner. OP Units are exchangeable for common stock of Issuer on a one-for-one basis without consideration.

(2) OP Units are exchangeable for common stock of Issuer on a one-for-one basis without consideration.

(3) Not applicable.

(4) OP Units received upon conversion of vested and booked up long term incentive plan units ("LTIPs") in Douglas Emmett Properties, LP, granted to the Reporting Person pursuant to Issuer's 2006 Equity Incentive Plan.

(5) Options vest 25% on each January 1 of 2008, 2009, 2010 and after January 1, 2011.

(6) Options vest 25% on January 1, 2008 and on each December 31 of 2008, 2009 and 2010.

(7) Options vest 25% on January 12, 2009, and 25% on each December 31 of 2009, 2010, and 2011.

(8) Options vested 50% on January 19, 2010, and one-third of the remaining 50% on each December 31 of 2010, 2011 and 2012.

(9) LTIP Units are convertible into common stock of the Issuer on a one-for-one basis.

(10) Balance of LTIPs granted on October 30, 2006 which vests on December 31, 2010.

(11) Balance of LTIPs granted on January 25, 2008 which vests on December 31, 2010.

(12) Balance of LTIPs granted January 12, 2009 which vests 50% on each December 31 of 2010 and 2011.

(13) LTIPs granted January 19, 2010 of which 50% are vested. The balance vests one-third on each December 31 of 2010, 2011 and 2012.

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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