

MCFERRAN VIRGINIA  
 Form 4  
 December 10, 2018

**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 \*  
 MCFERRAN VIRGINIA

(Last) (First) (Middle)

1299 OCEAN AVENUE, SUITE 1000

(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)  
 12/06/2018

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |  |
|                                 |                                      |  |                                | Code  | V   |  |  |
|                                 |                                      |  |                                |   | Amount  |  |  |
|                                 |                                      |  |                                |   | (D)   |  |  |
|                                 |                                      |  |                                |   | Price   |  |  |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

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| (Instr. 3) Price of<br>Derivative<br>Security             | (Month/Day/Year) | (Instr. 8) Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)                 | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|---|------------------|--|------|---|---------------------|-----|---------------------------|--------------------|-----------------|--|
| Long<br>Term<br>Incentive<br>Plan<br>Units <sup>(1)</sup> | \$ 0 12/06/2018  |  | A    |   | 5,913<br><u>(2)</u> |     | 03/31/2019 <sup>(3)</sup> | 12/06/2028         | Common<br>Stock | 5,913                                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MCFERRAN VIRGINIA<br>1299 OCEAN AVENUE<br>SUITE 1000<br>SANTA MONICA, CA 90401 | X             |           |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Ben D. Orlanski by PA for Virginia<br>McFerran | 01/02/2018 |
| <sup>(1)</sup> 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).

- Long term incentive plan units ("LTIP Units") in Douglas Emmett Properties, LP, a DE limited partnership (the "Operating Partnership"), granted pursuant to the 2016 Omnibus Stock Incentive Plan of Douglas Emmett, Inc. ("Issuer"). Issuer is the sole stockholder of the general partner of the Operating Partnership. Upon vesting, each LTIP Unit can be converted into one OP Unit of the Operating Partnership, which is ultimately exchangeable into common stock of Issuer, and, if applicable, only after a specified percentage increase in Gross Asset Values of the assets of the Operating Partnership. LTIP Units not converted into OP Units within 10 years of the grant date will be forfeited. Upon the occurrence of certain events, OP Units into which vested LTIP Units have been converted are redeemable by the holder, without consideration, for an equivalent number of shares of Issuer's common stock or for the cash value of such shares, at Issuer's election.
- (1) LTIP Units granted as part of Reporting Person's compensation for service as a director of Issuer.
  - (2) LTIP Units vest one-quarter in equal installments on March 31, 2019, June 30, 2019, September 30, 2019, and December 31, 2019.
  - (3) In addition to LTIP Units reported herein, Reporting Person owns 3,516 LTIP Units and 4,381 LTIP Units granted respectively in 2016 and 2017 pursuant to Issuer's 2016 Omnibus Stock Incentive Plan. Reporting Person also owns 10,298 OP Units.

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.