Douglas Emmett Inc Form 4 January 29, 2008

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

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

obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

Douglas Emmett Inc [DEI]

3. Date of Earliest Transaction

(Print or Type Responses)

1. Name and Address of Reporting Person * **Gavinet Andres**

(First) (Middle) (Last)

808 WILSHIRE **BOULEVARD, SUITE 200**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

01/25/2008

Symbol

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

Exec Vice President

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

SANTA MONICA, CA 90401 (City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year) (Instr. 8)

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

(A)

5. Amount of Securities Beneficially Owned Following Reported

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

Ownership (Instr. 4)

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Options (right-to-buy)	\$ 21.87	01/25/2008		A		79,366		(2)	12/31/2012	Common Stock	79,3
Long-Term Incentive Plan Units (4)	<u>(5)</u>	01/25/2008		A		6,859		<u>(6)</u>	<u>(7)</u>	Common Stock	6,85

Reporting Owners

Reporting Owner Name / Address	Relationships							
·r·	Director	10% Owner	Officer	Other				
Gavinet Andres								
808 WILSHIRE BOULEVARD			Exec Vice					
SUITE 200			President					
SANTA MONICA, CA 90401								

Signatures

Andres Gavinet 01/29/2008

**Signature of Date
Reporting Person

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) Grant of non-qualified stock option pursuant to 2006 Omnibus Stock Incentive Plan.
- (2) Options vest one-quarter on January 25, 2008, and one-quarter on each December 31 of 2008, 2009 and 2010.
- (3) Reporting Person also owns 44,444 Employee Stock Options which vest one-quarter on each January 1 of 2008, 2009, 2010 and 2011.
 - 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. LTIP Units have full parity with the
- (4) common limited partnership units (the "Common Units") for all purposes and may be converted into an equal number of Common Units on a one-for-one basis at any time. Upon notice of redemption, Common Units are redeemable 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, for an equal number of shares the Issuer's common stock.
- (5) LTIP Units are convertible into common stock of the Issuer on a one-for-one basis.
- (6) LTIP Units vest one-quarter on January 25, 2008, and one-quarter on each December 31 of 2008, 2009 and 2010.
- (7) Not applicable.
- (8) Reporting Person also owns 15,000 LTIP Units which vest one-quarter on each December 31 of 2007, 2008, 2009 and 2010.

Reporting Owners 2

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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.