

Kamer William  
Form 4  
January 14, 2009

**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)  
01/12/2009

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	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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(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 Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy) <u>(1)</u>	\$ 11.42	01/12/2009		A			298,913		<u>(2)</u>	12/31/2018	Common Stock	298,913
Long Term Incentive Plan Units <u>(4)</u>	<u>(5)</u>	01/12/2009		A			24,081		<u>(6)</u>	<u>(7)</u>	Common Stock	24,081

## 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/ William  
Kamer 01/14/2009

     \*\*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) Grant of non-qualified stock option pursuant to 2006 Omnibus Stock Incentive Plan.
- (2) Options vest one-quarter on January 12, 2009, and one-quarter on each December 31 of 2009, 2010 and 2011.  
Reporting Person also owns (i) 386,667 Employee Stock Options granted October 30, 2006 of which one-half are fully vested and one-quarter vest on January 1, 2010 and one-quarter vest on January 1, 2011; and 152,117 Employee Stock Options granted January 25, 2008 of which one-half are fully vested and one-quarter vest on December 31, 2009 and one-quarter vest on December 31, 2010.
- (3) 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 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.
- (4)
- (5) LTIP Units are convertible into common stock of the Issuer on a one-for-one basis.

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- (6) LTIP Units vest one-quarter on January 12, 2009, and one-quarter on each December 31 of 2009, 2010 and 2011.
- (7) Not applicable.

- Reporting Person also owns (i) 76,125 LTIP Units granted October 30, 2006 of which 25,375 LTIP Units are fully vested and 50,750 vest
- (8) in equal installments on December 31, 2009 and December 31, 2010; and (ii) 13,146 LTIP Units granted January 25, 2008 of which one-half are fully vested and one-quarter vest on December 31, 2009 and one-quarter vest on December 31, 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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