

Douglas Emmett Inc  
 Form 4  
 December 27, 2007

**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 \*  
 Emmett Dan A

(Last) (First) (Middle)

DOUGLAS EMMETT INC., 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)  
 12/24/2007

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)  
 Chairman of the Board

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 Ownership (Instr. 4) |           |       |                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|-------|---------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |           |       |                     |
| Common Stock                    | 12/24/2007                           |  | G                              | (1)   | 75,000  | D  | \$ 23.8                           | 5,437,145 | I (2) | See footnote        |
| Common Stock                    | 12/24/2007                           |  | G                              | (3)   | 37,500  | D  | \$ 23.8                           | 5,399,645 | I (2) | See footnote 4. (4) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Emmett Dan A<br>DOUGLAS EMMETT INC.<br>808 WILSHIRE BOULEVARD, SUITE 200<br>SANTA MONICA, CA 90401 | X             |           | Chairman of the Board |       |

## Signatures

/s/ Dan A. Emmett 12/27/2007

\_\_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) Gift of 75,000 shares to the Emmett Foundation, a California tax-exempt charitable organization, from the Dan A. Emmett Revocable Living Trust of November 21, 1985. Reporting person disclaims beneficial ownership of such shares.
- (2) See footnote 4.
- (3) Gifts of 20,833 shares to Cate School and 16,667 shares to UCLA Foundation by the Dan A. Emmett Revocable Living Trust of November 21, 1985.
- (4) OWNERSHIP INCLUDES: 5,363,007 shares owned by the Dan A. Emmett Revocable Living Trust of November 21, 1985; and 36,638 shares owned by Rivermouth Partners. Reporting Person has voting and investment control over all shares held by Rivermouth Partners, and disclaims beneficial ownership except to the extent of his pecuniary interest in such shares. EXCLUDES: 177,778 fully vested stock options (right-to-buy).

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.