

GISLER MONA  
Form 4  
January 02, 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 \*  
GISLER MONA

(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)  
12/28/2017

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)  
CFO

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 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 or Number of Shares
Long Term Incentive Plan Units <sup>(1)</sup>	\$ 0	12/28/2017	A	6,815					12/31/2017 <sup>(2)</sup>	12/28/2027	Common Stock	6,815

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GISLER MONA 808 WILSHIRE BOULEVARD SUITE 200 SANTA MONICA, CA 90401			CFO	

## Signatures

/s/ Ben D. Orlanski by PA for Mona M. Gisler  
Date: 01/02/2018

\*\*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 partnership common unit ("OP Unit") of the Operating Partnership, which is ultimately exchangeable into common stock of Issuer, only, if applicable, 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 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 vested 25% on December 31, 2017, with the remainder to vest in 25% increments on December 31, 2018, 2019 and 2020.
  - (2) In addition to LTIP Units reported herein, Reporting Person owns 5,469 LTIP Units granted pursuant to Issuer's 2016 Omnibus Stock Incentive Plan, and 28,481 LTIP Units granted pursuant to Issuer's 2006 Omnibus Stock Incentive Plan, as amended.

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.