

Douglas Emmett Inc  
Form 8-A12B  
October 23, 2006

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Douglas Emmett, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**

(State of Incorporation or Organization)

**20-3073047**

(I.R.S. Employer Identification No.)

**808 Wilshire Boulevard, Suite 200  
Santa Monica, California**

(Address of Principal Executive Offices)

**90401**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class  
to be so Registered**

**Common Stock, par value \$0.01 per share**

**Name of Each Exchange on Which  
Each Class is to be Registered**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-135082**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

(Title of Class)

**Item 1. Description of Registrant's Securities to be Registered**

Douglas Emmett, Inc. (the Registrant) hereby incorporates by reference herein the description of its common stock, par value \$0.01 per share, to be registered hereunder set forth under the heading "Description of Securities" in the Registrant's prospectus forming part of its Registration Statement on Form S-11 (File No. 333-135082), originally filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, on June 16, 2006, as thereafter amended and supplemented.

**Item 2. Exhibits**

The following exhibits to this registration statement are filed herewith or have been filed as exhibits to the Registrant's Registration Statement on Form S-11 and are hereby incorporated by reference herein:

<b>Exhibit No.</b>	<b>Description</b>
3.1*	Articles of Amendment and Restatement of Douglas Emmett, Inc.
3.2*	Amended and Restated Bylaws of Douglas Emmett, Inc.
3.3*	Form of Certificate of Common Stock of Douglas Emmett, Inc.
10.1*	Form of Registration Rights Agreement among Douglas Emmett, Inc. and the persons named therein.

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\* Incorporated by reference herein to the applicable exhibit filed with the Registrant's Registration Statement on Form S-11 (File No. 333-135082).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 23, 2006

DOUGLAS EMMETT, INC.

By:                   /s/ Jordan L. Kaplan  
                          Jordan L. Kaplan  
                          *Chief Executive Officer*

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**EXHIBIT INDEX**

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