SHAM EDWARD F

Form 4

September 08, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

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

January 31, Expires: 2005

0.5

Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAM EDWARD F			2. Issuer Name and Ticker or Trading Symbol Digital Realty Trust, Inc. [DLR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(2		
560 MISSION STREET, SUITE 2900			(Month/Day/Year) 09/03/2010	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President, Controller		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN FRANC	ISCO, CA	94105	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C.			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	09/03/2010		M <u>(1)</u>	2,689	A	<u>(2)</u>	2,689	D	
Common Stock	09/03/2010		S	2,689	D	\$ 62.32 (3)	0	D	
Common Stock	09/03/2010		M(4)	811	A	<u>(5)</u>	811	D	
Common Stock	09/03/2010		S	811	D	\$ 62.32 (3)	0	D	

Edgar Filing: SHAM EDWARD F - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

De

(In

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 on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class C Profits Interest Units (2)	<u>(6)</u>	09/03/2010		M <u>(1)</u>	2,689	<u>(2)</u>	<u>(7)</u>	Common Stock	2,689
Long-Term Incentive Units (5)	<u>(6)</u>	09/03/2010		M(4)	811	<u>(5)</u>	<u>(7)</u>	Common Stock	811

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

SHAM EDWARD F **560 MISSION STREET SUITE 2900** SAN FRANCISCO, CA 94105

Vice President, Controller

Signatures

/s/ Barbara Polster, 09/08/2010 attorney-in-fact

**Signature of 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)

Reporting Owners 2

Edgar Filing: SHAM EDWARD F - Form 4

Edward Sham converted 2,689 Class C Profits Interest Units ("Class C Units") into common limited partnership units ("Common Units") of Digital Realty Trust, L.P., a Maryland Limited Partnership (the "Operating Partnership"), and subsequently redeemed the 2,689 Common Units for 2,689 shares of the common stock of Digital Realty Trust, Inc. (the "Issuer"), all in accordance with the requirements of the Limited Partnership Agreement of the Operating Partnership.

Class C Units are membership interests in the Operating Partnership of which the Issuer is the general partner. Class C Units that have satisfied the performance condition and achieved full parity with Common Units receive the same quarterly distributions as Common Units, and may be converted into an equal number of Common Units on a one-for-one basis at any time. Common Units will be 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 of the Issuer's common stock. The Class C Units have achieved full parity with Common Units.

- (3) Represents the average sale price. Exact sale prices range from \$62.30 to \$62.37.
- Edward Sham converted 811 long-term incentive units into Common Units of the Operating Partnership, and subsequently redeemed the 811 Common Units for 811 shares of the common stock of the Issuer, all in accordance with the requirements of the Limited Partnership Agreement of the Operating Partnership.
 - Long-term incentive units are profits interest units in the Operating Partnership. Vested profits interest units may be converted into an equal number of Common Units in the Operating Partnership on a one-for-one basis at any time. Common Units are redeemable for
- (5) 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 of the Issuer's common stock, subject to adjustment in the event of stock splits, stock dividends, issuance of stock rights, specified extraordinary distributions or similar events.
- (**6**) 1 for 1.
- (7) N/A

Remarks:

This statement of changes in beneficial ownership ("Form 4") of securities of Digital Realty Trust, Inc. (the "Issuer") is being reported concurrently on a Form 4 for Digital Realty Trust, L.P. (the "Operating Partnership"). The change(s) in beneficial ownership ("Form 4") of securities of Digital Realty Trust, L.P. (the "Operating Partnership").

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.