Edgar Filing: Digital Realty Trust, Inc. - Form 4

Digital Real Form 4	lty Trust, Inc.										
August 18, 1	2008										
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or				5 <u>6</u> .0	, 2101 200	.,			Expires:	January 31,	
				NGES IN SECUI		CIAI	2 OWN	ERSHIP OF	Estimated average burden hours per response 0.		
Form 5 obligations may continue. See Instruction 1(b). 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)										
			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(First)	C	ital Realty Trust, Inc. [DLR]				(Check all applicable)				
(M			3. Date of Earliest Transaction (Month/Day/Year) 08/14/2008				-	_X_Director10% Owner Officer (give titleOther (specify below) below)			
	(Street) 4. If Ame Filed(Mor				ate Original r)		1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SAN FRAN	NCISCO, CA 941	05					Ī	Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative S	ecurit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed /Year) Execution Date, if any (Month/Day/Year)			4. Securitie onor Disposed (Instr. 3, 4	d of (I))	 S. Amount of Securities Beneficially Owned Following Reported 	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	08/14/2008			M <u>(1)</u>	200,000	А	<u>(2)</u>	200,000	D		
Common Stock	08/14/2008			S	200,000	D	\$ 45.63 (3)	0	D		

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.

Edgar Filing: Digital Realty Trust, Inc. - Form 4

 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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
Long-Term Incentive Units (2)	<u>(4)</u>	08/14/2008		М		200,000	(2)	(5)	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
MAGNUSON RICHARD A 560 MISSION STREET, SUITE 2900 SAN FRANCISCO, CA 94105	Х			
Signatures				
/s/ Barbara Polster, attorney-in-fact	08/18/20			
**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).

Richard Magnason converted 200,000 long-term incentive 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 200,000 Common

 (1) Ready Trust, E.I., a Maryland Enniced Fathership (the "Operating Fathership), and subsequently redecined the 200,000 common Units for 200,000 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.

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 cash

- (2) 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.
- (3) Represents the average sale price. Exact sale prices, ranging from \$45.50 to \$45.88, are set forth on Exhibit 99.1 hereto.
- (4) 1 for 1.
- (5) N/A
- (6) Includes indirect beneneficial ownership of 355,188 Long-Term Incentive Units held in trust for the benefit of Mr. Magnuson's spouse.

Remarks:

Exhibit 99.1 - Sale Prices for 08/14/2008

Reporting Owners

Edgar Filing: Digital Realty Trust, Inc. - Form 4

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.