**CARON DAVID** Form 4 May 04, 2010

# FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* **CARON DAVID** 

> (Middle) (First)

> > (Zip)

451 D STREET, SUITE 912

BOSTON, MA 02210

(State)

(Month/Day/Year)

(Street)

2. Issuer Name and Ticker or Trading

Symbol Digital Realty Trust, Inc. [DLR]

3. Date of Earliest Transaction

(Month/Day/Year) 05/01/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

5. Amount of

Securities

Owned

Beneficially

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

2. Transaction Date 2A. Deemed 3. 4. Securities Execution Date, if Code

(Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) Senior Vice President

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

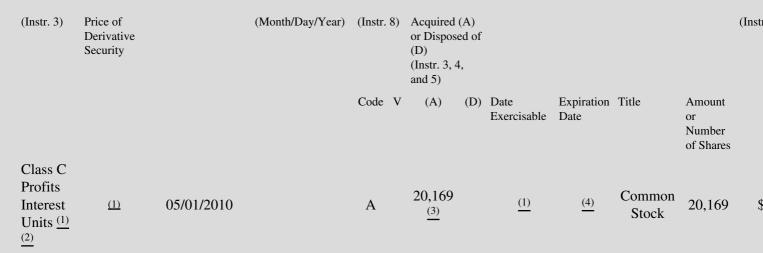
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1

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#### Edgar Filing: CARON DAVID - Form 4



# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARON DAVID 451 D STREET, SUITE 912 BOSTON, MA 02210

Senior Vice President

## **Signatures**

/s/ Barbara Polster, attorney-in-fact 05/04/2010

\*\*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).

partnership of which the issuer is the general partner (the "Operating Partnership"). Class C Units that have satisfied the performance condition and achieved full parity with common limited partnership units of the Operating Partnership ("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, initially granted on May 2, 2007, have achieved full parity with Common Units.

Class C Profits Interest Units ("Class C Units") are membership interests in Digital Realty Trust, L.P., a Maryland limited

Reflects Class C Units that were subject to a performance-based vesting condition, which performance-based vesting condition was satisfied in full on May 1, 2010. These Class C Units are also subject to time-based vesting, pursuant to which 60% of the units vested on May 1, 2010 and thereafter 1-2/3% will vest monthly.

Reflects number of Class C Units that satisfied the specified performance condition and were eligible to vest as of May 1, 2010. The performance condition was satisfied in full and maximum dollar value available under the award was achieved. The remaining Class C Units granted to the reporting person on May 2, 2007 were in excess of the maximum dollar value eligible to vest and therefore were automatically cancelled and forfeited on May 1, 2010. More information about these Class C Units can

be found in the Proxy Statement filed by the issuer on February 26, 2010.

(4) N/A

(1)

(3)

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.

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