

Crosby Christopher James JR
Form 4
August 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
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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Crosby Christopher James JR

(Last) (First) (Middle)

560 MISSION STREET, SUITE
2900

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Digital Realty Trust, Inc. [DLR]

3. Date of Earliest Transaction
(Month/Day/Year)

08/02/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, Sales & Tech. Services

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/02/2010		M	V Amount (A) or (D) Price 3,333 A \$ 20.37	3,333	D	
Common Stock	08/02/2010		S	3,333 D \$ 63.68 (1)	0	D	
Common Stock	08/02/2010		M	1,833 A \$ 41.73	1,833	D	
Common Stock	08/02/2010		S	1,833 D \$ 63.68 (4)	0	D	
	08/02/2010		M ⁽⁵⁾	992 A <u>60</u>	992	D	

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Common
Stock

Common Stock	08/02/2010	S	992	D	\$ 63.64	0	D
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Common Stock	08/02/2010	M ⁽⁷⁾	940	A	<u>(8)</u>	940	D
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Common Stock	08/02/2010	S	940	D	\$ 63.64	0	D
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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 (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 of 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
Employee Stock Option (right to buy)	\$ 20.37	08/02/2010		M	3,333	<u>(2)</u> 11/08/2015	Common Stock 3,333
Employee Stock Option (right to buy)	\$ 41.73	08/02/2010		M	1,833	<u>(3)</u> 05/02/2017	Common Stock 1,833
Class C Profits Interest Units <u>(6)</u>	<u>(9)</u>	08/02/2010		M <u>(5)</u>	992	<u>(6)</u> <u>(10)</u>	Common Stock 992
Long-Term Incentive Units <u>(8)</u>	<u>(9)</u>	08/02/2010		M <u>(7)</u>	940	<u>(8)</u> <u>(10)</u>	Common Stock 940

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crosby Christopher James JR 560 MISSION STREET, SUITE 2900 SAN FRANCISCO, CA 94105			SVP, Sales & Tech. Services	

Signatures

/s/ Barbara Polster,
attorney-in-fact

08/04/2010

__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).

- (1) Represents the average sale price. Exact sale prices range from \$63.66 to \$63.78.
- (2) Twenty percent of the option shares vested on November 8, 2006; thereafter 1/60th vest monthly so that the option will be fully vested on the fifth anniversary of the grant date.
- (3) Twenty percent of the option shares vested on May 2, 2008; thereafter 1/60th vest monthly so that the option will be fully vested on the fifth anniversary of the grant date.
- (4) Represents the average sale price. Exact sale prices range from \$63.66 to \$63.71.

- (5) Christopher Crosby converted 992 Class C Profits Interest 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 992 Common Units for 992 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.

- (6) 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.

- (7) Christopher Crosby converted 940 long-term incentive units into Common Units of the Operating Partnership, and subsequently redeemed the 940 Common Units for 940 shares of the common stock of the Issuer, all in accordance with the requirements of the Limited Partnership Agreement of the Operating Partnership.

- (8) 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 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.

- (9) 1 for 1.

- (10) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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