Digital Realty Trust, Inc. Form 4 May 13, 2015

# FORM 4

### **OMB APPROVAL**

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

**OMB** Number:

Expires:

3235-0287 January 31,

0.5

if no longer subject to Section 16.

Check this box

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

2005 Estimated average

Form 4 or Form 5

obligations

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

KENNEDY KEVIN

Symbol Digital Realty Trust, Inc. [DLR]

(Month/Day/Year)

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner Other (specify

FOUR EMBARCADERO CENTER, 05/11/2015

(Street)

**SUITE 3200** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

(Instr. 4)

below)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. l Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

De

Sec

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

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Long-Term Incentive Units (1)	<u>(2)</u>	05/11/2015		A		1,932		<u>(1)</u>	(3)	Common Stock	1,932	

# **Reporting Owners**

#### Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

KENNEDY KEVIN FOUR EMBARCADERO CENTER, SUITE 3200 X SAN FRANCISCO, CA 94111

# **Signatures**

/s/ Salini Nandipati, attorney-in-fact 05/13/2015

\*\*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).

general partner. Profits interest units may initially not have full parity with common limited partnership units of the Operating
Partnership ("Common Units") with respect to liquidating distributions; however upon the occurrence of specified events, profits
interest units may achieve full parity with Common Units for all purposes. These units were fully vested on the grant date. Vested
profits interest units that have achieved full parity with Common Units may be converted into an equal number of Common Units on a
1-for-1 basis at any time. Common Units are redeemable for cash based on the FMV of an equivalent number of shares of common
stock of Issuer or, at the election of Issuer, for an equal number of shares of Issuer's common stock, subject to adjustment in the event

Long-Term Incentive Units are profits interest units in Digital Realty Trust, L.P. ("Operating Partnership"), of which Issuer is the

- of stock of Issuer or, at the election of Issuer, for an equal number of share of stock splits, specified extraordinary distributions or similar events.
- (2) 1-for-1
- (3) N/A

#### **Remarks:**

This statement of changes in beneficial ownership of securities ("Form 4") of the Issuer is being filed to report transactions that 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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