

Digital Realty Trust, Inc.
Form 4
January 06, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mills Joshua A.

(Last) (First) (Middle)

FOUR EMBARCADERO CENTER,
SUITE 3200

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Digital Realty Trust, Inc. [DLR]

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

01/04/2017

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 below) ____ Other (specify below)

SVP & General Counsel

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. 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	01/04/2017		M ⁽¹⁾	5,649 A <u>(2)</u>	9,815	D	
Common Stock	01/05/2017		M ⁽¹⁾	3,590 A <u>(2)</u>	13,405	D	
Common Stock	01/04/2017		S	5,649 D \$ 100	7,756	D	
Common Stock	01/05/2017		S	3,590 D \$ 105	4,166	D	

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
Long-Term Incentive Units ⁽²⁾	<u>(2)</u>	01/04/2017		A		29,435 <u>(3)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	29,435
Long-Term Incentive Units ⁽²⁾	<u>(2)</u>	01/04/2017		M			5,649	<u>(2)</u>	<u>(4)</u>	Common Stock	5,649
Long-Term Incentive Units ⁽²⁾	<u>(2)</u>	01/05/2017		M			3,590	<u>(2)</u>	<u>(4)</u>	Common Stock	3,590

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mills Joshua A.
FOUR EMBARCADERO CENTER, SUITE 3200
SAN FRANCISCO, CA 94111

SVP & General Counsel

Signatures

/s/ Salini Nandipati,
attorney-in-fact

01/06/2017

**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) The reporting person converted long-term incentive units into common limited partnership units ("Common Units") of Digital Realty Trust, L.P. (the "Operating Partnership"), of which the Issuer is the general partner, and subsequently redeemed the Common Units for shares of the common stock of the Issuer, all in accordance with the requirements of the Limited Partnership Agreement of the Operating Partnership.

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- Long-term incentive units are profits interest units in Digital Realty Trust, L.P., a Maryland limited partnership (the "Operating Partnership"), of which the Issuer is the general partner. Vested profits interest units may be converted into an equal number of common limited partnership units ("Common Units") in the Operating Partnership subject to the terms of the Operating Partnership's limited partnership agreement. Common Units are redeemable for cash based on the fair market value of an equivalent numbers 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.
- (2) Reflects an award initially granted on February 11, 2014 that was subject to a performance-based vesting condition which was determined to be satisfied on January 4, 2017. The number of units reported herein includes 3,405 distribution equivalent units, which vested effective as of December 31, 2016. The remaining 26,030 units are subject to an additional time-based vesting condition, pursuant to which 50% will vest on February 27, 2017 and 50% will vest on February 27, 2018. The vested profits interest units have no expiration date.
- (3)
- (4) 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.

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