

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

FORM 4

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

OMB APPROVAL

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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. Name and Address of Reporting Person *
Peterson Scott E

(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)

Chief Acquisitions Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Long-Term Incentive Units ⁽¹⁾	<u>(1)</u>	01/04/2017	A	49,059 ⁽²⁾					<u>(2)</u>	<u>(2)</u>	Common Stock	49,059
Long-Term Incentive Units ⁽¹⁾	<u>(1)</u>	01/04/2017	A	16,414 ⁽³⁾					<u>(3)</u>	<u>(3)</u>	Common Stock	16,414

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peterson Scott E FOUR EMBARCADERO CENTER, SUITE 3200 SAN FRANCISCO, CA 94111			Chief Acquisitions Officer	

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) 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 5,675 distribution equivalent units, which vested effective as of December 31, 2016. The remaining 43,384 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) 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 1,928 distribution equivalent units, which vested effective as of December 31, 2016. The remaining 14,486 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.

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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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