Digital Realty Trust, Inc. Form 4/A November 28, 2007

## FORM 4

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

**OMB** 

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

0.5

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(City)

Stock

(State)

11/21/2007

(Zip)

(Print or Type Responses)

1. Name and Addi Foust Michael	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol Digital Realty Trust, Inc. [DLR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
560 MISSION STREET, SUITE 2900			(Month/Day/Year) 11/20/2007	_X_ Director 10% OwnerX_ Officer (give title Other (specify below) CEO and Director		
(Street) SAN FRANCISCO, CA 94105			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
			Filed(Month/Day/Year) 11/23/2007			

		140	C I - MOII-L	ciivative 5	ccurit	ics Acqui	rea, Disposea or,	or Deficilcian	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securitie		` ′	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	, , ,			Beneficially Owned	Form: Direct (D)	Beneficial Ownership
					(A)		Following Reported	or Indirect (I)	(Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/20/2007		M(1)	274,771 (2)	A	(3)	274,771 <u>(2)</u>	D	
Common Stock	11/20/2007		S	100,000	D	\$ 38.43 (4)	174,771 <u>(5)</u>	D	
Common	11/21/2007		C	20,000	D	\$	154771 (7)	D	

20,000

D

(6)

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

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

D

37.27 154,771 <sup>(7)</sup>

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

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date Ur		Underlying S	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	<u>(8)</u>	11/20/2007	M(1)		274,771 (1)	(3)	<u>(9)</u>	Common Stock	274,771 (1)	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Foust Michael F								
560 MISSION STREET, SUITE 2900	X		CEO and Director					
SAN FRANCISCO, CA 94105								

# **Signatures**

Barbara Polster, attorney-in-fact

\*\*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).
  - Mr. Foust's Form 4 filed on 11/23/2007 reported that, respectively, 100,000 and 20,000 long term incentive units were converted to common limited partnership units ("Common Units") of Digital Realty Trust, L.P., a Maryland Limited Partnership (the "Operating
- (1) Partnership"), and subsequently redeemed for shares of the common stock of Digital Realty Trust, Inc. (the "Issuer"). The correct number of long-term incentive units converted to Common Units and subsequently redeemed for common stock of the Issuer was 274,771. All other portions of that Form 4 were correct and all other revisions to this Form 4/A relate to this change.
- (2) The correct number of securities acquired and beneficially owned following the reported transaction is 274,771.
  - 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
- (3) 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.
- (4) Represents the average sale price. Exact sale prices, ranging from \$38.00 to \$39.26, are set forth on Exhibit 99.1 hereto.
- (5) The correct number of securities beneficially owned following the reported transaction is 174,771.

Reporting Owners 2

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- (6) Represents the average sale price. Exact sale prices, ranging from \$37.16 to \$37.75, are set forth on Exhibit 99.2 hereto.
- (7) The corrrect number of securities beneficially owned following the reported transaction is 154,771.
- **(8)** 1 for 1
- (9) N/A
- (10) The correct number of derivative securities beneficially owned following the reported transaction is 40,650.

#### **Remarks:**

**Exhibit List:** 

Exhibit 99.1 Sale Prices for 11/20/2007

#### Exhibit 99.2 Sale Prices for 11/21/2007

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.