Digital Realty Trust, Inc. Form 4 February 18, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Fiedelman Cindy

(Last)

Security

(Instr. 3)

(First) (Middle)

FOUR EMBARCADERO CENTER, SUITE 3200

(Street)

2. Issuer Name and Ticker or Trading Symbol

Digital Realty Trust, Inc. [DLR]

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

01/01/2016

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

Chief Human Resources 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

below)

SAN FRANCISCO, CA 94111

1. Title of

(City) (State) (Zip)

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

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquires (A) or Disposes (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>	01/01/2016		A		3,073		<u>(3)</u>	<u>(4)</u>	Common Stock	3,073	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fiedelman Cindy FOUR EMBARCADERO CENTER SUITE 3200 SAN FRANCISCO, CA 94111

Chief Human Resources Officer

Signatures

/s/ Salini Nandipati, attorney-in-fact

02/18/2016

**Signature of Reporting Person Da

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).

Partnership"), of which Digital Realty Trust, Inc. (the "Issuer") is the general partner. Long-term incentive units receive the same quarterly distributions as common limited partnership units of the Operating Partnership ("Common Units"). Long-term incentive units may initially not have full parity with Common Units with respect to liquidating distributions; however, upon the occurrence of specified events, long-term incentive units may achieve full parity with Common Units for all purposes, and thereafter vested long-term incentive units may be converted into an equal number of Common Units on a one-for-one basis at any time. Common Units will be

Long-term incentive units are membership interests in Digital Realty Trust, L.P., a Maryland limited partnership (the "Operating

- 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.
- **(2)** 1-for-
- Twenty-five percent (25%) of these units will vest on January 1, 2017, an additional twenty-five percent (25%) will vest on January 1, 2018, an additional twenty-five percent (25%) will vest on January 1, 2019, and the remaining twenty-five percent (25%) will vest on
- (3) 2018, an additional twenty-five percent (25%) will vest on January 1, 2019, and the remaining twenty-five percent (25%) will vest on January 1, 2020
- (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.

Reporting Owners 2

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