

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

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foust Michael F

(Last) (First) (Middle)

560 MISSION STREET, SUITE
2900

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Digital Realty Trust, Inc. [DLR]

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

11/20/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/23/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO and Director

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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	11/20/2007		M ⁽¹⁾	V Amount (2) 274,771	(A) or (D) A (3) 274,771 (2)	D	
Common Stock	11/20/2007		S	100,000	D \$ 38.43 (4) 174,771 (5)	D	
Common Stock	11/21/2007		S	20,000	D \$ 37.27 (6) 154,771 (7)	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(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 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	(8)	11/20/2007		M(1)			274,771(1)	(3)	(9)	Common Stock	274,771(1)

Reporting Owners

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

Signatures

Barbara Polster,
attorney-in-fact
11/28/2007

__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 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.
- (1) 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 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.
- (3) 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.

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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 correct 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.

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