Mills Joshua A. Form 4 April 03, 2019

# FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5

obligations may continue.

**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

**OMB APPROVAL** 

OMB Number:

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January 31, 2005

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30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

(Last)

(City)

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Digital Realty Trust, Inc. [DLR]

3. Date of Earliest Transaction

(Month/Day/Year)

FOUR EMBARCADERO CENTER, 04/01/2019 **SUITE 3200** 

(State)

(Street)

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

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title

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

#### SAN FRANCISCO, CA 94111

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-l                            | Derivative                              | Secur | ities Acqui  | red, Disposed of,  | or Beneficial  | y Owned   |
|--------------------------------------|---|---|---|---|-------|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit<br>onor Dispos<br>(Instr. 3, | ed of | ` ′          | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 04/01/2019                              |   | M <u>(1)</u>                            | 10,000<br>(2)                           | A     | \$ 0         | 14,166   | D  |   |
| Common<br>Stock                      | 04/01/2019                              |   | S                                       | 10,000<br>(2)                           | D     | \$<br>119.21 | 4,166  | D  |   |

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.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of or 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 3 ( |
|---|---|--------------------------------------|---|--|--|--|--------------------|---|-------------------------------------|-----|
|   |   |                                      |   | Code V                                 | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |     |
| Long-Term<br>Incentive<br>Units (2)                 | <u>(2)</u>  | 04/01/2019                           |   | M                                      | 10,000<br>(3)  | (2)  | <u>(4)</u>         | Common<br>Stock   | 10,000                              |     |

# **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

04/03/2019

\*\*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.
- general partner. Profits interest units may initially not have full parity with common limited partnership units of Operating Partnership ("Common Units") with respect to liquidating distributions; however upon the occurrence of specified events, profits interest units may achieve full parity with Common Units for all purposes. Vested profits interest units that have achieved full parity with Common Units may be converted into an equal number of Common Units on a 1-for-1 basis at any time. Common Units are redeemable for cash based on the FMV of an equivalent number of shares of common stock of the Issuer, 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.

Long-Term Incentive Units are profits interest units in Digital Realty Trust, L.P. ("Operating Partnership"), of which the Issuer is the

- (3) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan previously adopted by Mr. Mills.
- (4) N/A

Reporting Owners 2

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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. 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.