Digital Realty Trust, Inc. Form 4/A October 02, 2008

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

Check this box subject to

if no longer 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

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * SHAM EDWARD F

> (First) (Middle)

> > (Zip)

560 MISSION STREET, SUITE

2900

(Street)

SAN FRANCISCO, CA 94105

(State)

2. Issuer Name and Ticker or Trading Symbol

Digital Realty Trust, Inc. [DLR]

3. Date of Earliest Transaction

(Month/Day/Year) 08/29/2006

4. If Amendment, Date Original

Filed(Month/Day/Year) 08/31/2006

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

7. Nature of

Ownership

(Instr. 4)

Indirect

(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) Vice President, Controller 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

Issuer

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

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

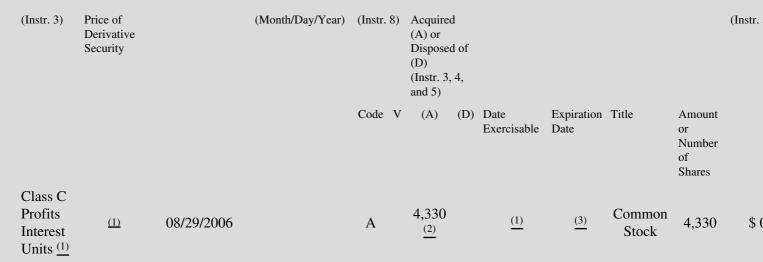
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHAM EDWARD F 560 MISSION STREET SUITE 2900 SAN FRANCISCO, CA 94105

Vice President, Controller

Signatures

/s/ 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).

Class C Profits Interest Units ("Class C Units") are membership interests in Digital Realty Trust, L.P., a Maryland limited partnership of which the issuer is the general partner (the "Operating Partnership"). Class C Units that have satisfied the performance condition and achieved full parity with common limited partnership units of the Operating Partnership ("Common Units") receive the same quarterly

- (1) distributions as Common Units, and may be converted into an equal number of Common Units on a one-for-one basis at any time.

 Common Units will be 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. The Class C Units have achieved full parity with Common Units.
 - Reflects number of Class C Units initially granted on August 29, 2006 that satisfied the specified performance condition as of September 30, 2008. The performance condition was satisfied in full and maximum dollar value available under the award was achieved. The remaining Class C Units granted to the reporting person on August 29, 2006 were in excess of the maximum dollar value eligible to vest and therefore were automatically cancelled and forfeited on September 30, 2008. More information about these Class C Units can be
- and therefore were automatically cancelled and forfeited on September 30, 2008. More information about these Class C Units can be found in the current report on Form 8-K filed by the issuer on October 5, 2005 and subsequent reports filed with the Securities Exchange Commission, including the Form 10-Q for the quarter ended July 31, 2008.

(3) N/A

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.

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