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

Digital Realty Trust, Inc. Form 4 December 05, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **CARON DAVID** Issuer Symbol Digital Realty Trust, Inc. [DLR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_Officer (give title Other (specify FOUR EMBARCADERO CENTER, 12/03/2014 below) below) **SUITE 3200** Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SAN FRANCISCO, CA 94111 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 12/03/2014  $M^{(1)}$ 18,132 Α (2) 18,132 D Stock Common 12/03/2014  $M^{(3)}$ 11,868 D А <u>(4)</u> 30,000 Stock \$

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

S

30,000 D

68.4632

(5)

0

Common

Stock

12/04/2014

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

D

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#### 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. Transactio Code (Instr. 8)	5. Number of mDerivative 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)		8 1 2 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class C Units (2)	<u>(6)</u>	12/03/2014		M <u>(1)</u>	18,132	(2)	(7)	Common Stock	18,132	
Long-Term Incentive Units <u>(4)</u>	<u>(6)</u>	12/03/2014		M <u>(3)</u>	11,868	(4)	(7)	Common Stock	11,868	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
CARON DAVID			Senior		
FOUR EMBARCADERO CENTER, SUITE 3200			Vice		
SAN FRANCISCO, CA 94111			President		
Signatures					

# Signatures

/s/ S. Ryan Black, attorney-in-fact	12/05/2014
**Signature of Reporting Person	Date

\*\*Signature of Reporting Person

# **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).

The reporting person converted Class C Profits Interest Units ("Class C Units") into common limited partnership units ("Common Units") of Digital Realty Trust, L.P., a Maryland limited partnership of which the Issuer is the general partner (the "Operating (1) Partnership"), 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.

Class C Units are membership interests in the Operating Partnership. Vested Class C Units that have satisfied the performance condition and achieved full parity with Common Units receive the same quarterly distributions as Common Units and may be converted

(2) 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.

(3)

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The reporting person converted long-term incentive units into Common Units of the Operating Partnership 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.

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

- (4) 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.
- (5) The price reported is a weighted average price. These shares were sold at prices ranging from \$68.18 to \$68.88.
- (6) 1-for-1
- (7) 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. 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. T>

Cohu, Inc.

#### (b) Address of Issuer's Principal Executive Offices

12367 Crosthwaite Circle

Poway, CA 92064

Item 2.

DePrince, Race & Zollo, Inc.

#### (b) Address of Principal Business Office, or, if none, Residence

250 Park Ave South, Suite 250

Winter Park, FL 32789

#### (c) Citizenship

(a) Name of Person Filing

Please refer to Item 4 on each cover sheet for each filing person

(d) Title of Class of Securities

Common Stock

(e) CUSIP No.:

192576106

Explanation of Responses:

CUSIP No. 192576106

**SCHEDULE 13G/A** 

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# Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) "Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) <sup>"</sup> Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) x An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  $\ddot{}$  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

CUSIP No. 192576106

# SCHEDULE 13G/A

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# Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 2,944,059
- (b) Percent of class: 12.03%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote: 2,138,634
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 2,944,059
- (iv) Shared power to dispose or to direct the disposition of: 0

#### Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

# Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Explanation of Responses:

Not Applicable

# Item 8. Identification and Classification of Members of the Group

Not Applicable

## Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. CUSIP No. 192576106

SCHEDULE 13G/A

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# **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2013

DePrince, Race & Zollo, Inc.

By: Adelbert R. Sanchez Name: Adelbert R. Sanchez Title: Chief Compliance Officer