

Digital Realty Trust, Inc.
Form 4
March 30, 2006

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

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

1. Name and Address of Reporting Person *
MAGNUSON RICHARD A

(Last) (First) (Middle)

2730 SAND HILL ROAD, SUITE
280

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Digital Realty Trust, Inc. [DLR]

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

03/28/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Chairman

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, par value \$0.01 per share	03/28/2006		C ⁽¹⁾⁽²⁾	900,747 A ⁽²⁾	900,747 ⁽³⁾	I	By Global Innovation Manager, LLC
Common Stock, par value \$0.01 per share	03/28/2006		S	900,563 D \$ 26.16	184 ⁽³⁾	I	By Global Innovation Manager, LLC
Common Stock, par	03/28/2006		C ⁽¹⁾⁽⁴⁾	156,472 A ⁽⁴⁾	156,472 ⁽³⁾	I	By Global Innovation

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value \$0.01 per share									Contributors, LLC
Common Stock, par value \$0.01 per share	03/28/2006		S	156,472	D	\$ 26.16	0 ⁽³⁾	I	By Global Innovation Contributors, LLC

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

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SEC 1474
(9-02)

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
Common Units	<u>(5)</u>	03/28/2006		<u>C⁽¹⁾⁽²⁾</u>	900,747 <u>(3)</u>	<u>(2)</u>	<u>(6)</u>	Common Stock	900,747
Common Units	<u>(5)</u>	03/28/2006		<u>C⁽¹⁾⁽⁴⁾</u>	156,472 (3)	<u>(2)</u>	<u>(6)</u>	Common Stock	156,472

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAGNUSON RICHARD A 2730 SAND HILL ROAD SUITE 280 MENLO PARK, CA 94025	X		Executive Chairman	

Signatures

/s/ Richard A.
Magnuson

03/30/2006

__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).

On March 27, 2006, Global Innovation Partners, LLC made a pro rata distribution of 4,030,184 common limited partnership units ("Units") of Digital Realty Trust, L.P., a Maryland Limited Partnership (the "Operating Partnership") to its members in a transaction

- (1) exempt under Rule 16a-13 promulgated under the Securities Exchange Act of 1934 (the "Distribution"), including a distribution of 900,747 Units to Global Innovation Manager, LLC ("GI Manager") and a distribution of 156,472 Units to Global Innovation Contributors, LLC ("GI Contributors").

- (2) GI Manager redeemed the 900,747 Units received in the Distribution. Units are redeemable for an equal number 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, an equal number of shares of the Issuer's common stock. The Issuer elected to redeem GI Manager's Units with shares of its common stock.

Mr. Magnuson directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares of owned by

- (3) GI Contributors and GI Manager. Mr. Magnuson disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

GI Contributors redeemed 156,472 Units received in the Distribution. Units are redeemable for an equal number 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, an equal number of shares of the Issuer's common stock. The Issuer elected to redeem GI Contributors' Units with shares of its common stock.

- (5) 1 for 1

- (6) 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.

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