

Digital Realty Trust, Inc.  
Form S-8  
November 30, 2007

As Filed with the Securities and Exchange Commission on November 30, 2007

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

THE SECURITIES ACT OF 1933

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**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**DIGITAL REALTY TRUST, INC.**

(Exact Name of Registrant As Specified in Its Charter)

**MARYLAND**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**26-0081711**  
(I.R.S. Employer  
Identification No.)

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**560 Mission Street, Suite 2900**  
**San Francisco, California 94105**  
**(415) 738-6500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**First Amended and Restated**

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**Digital Realty Trust, Inc., Digital Services, Inc.**

**and Digital Realty Trust, L.P.**

**2004 Incentive Award Plan**

(Full Title of the Plan)

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**Michael F. Foust**

**Chief Executive Officer**

**Digital Realty Trust, Inc.**

**560 Mission Street, Suite 2900**

**San Francisco, California 94105**

**(415) 738-6500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies To:*

**Keith Benson**

**Latham and Watkins LLP**

**505 Montgomery Street, Suite 2000**

**San Francisco, California 94111-2562**

**(415) 391-0600**

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This Registration Statement will become effective immediately upon filing with the Securities and Exchange Commission. Sales of the registered securities will begin as soon as reasonably practicable after the effective date of this Registration Statement.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee (2)</b>
Common Stock, par value \$.01 per share ( Common Stock )	5,783,902	35.69	\$206,427,462.38	6,337.32

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- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
  
  - (2) Pursuant to Rules 457(h)(1) and 457(c) promulgated under the Securities Act, the proposed maximum offering price per share for such shares of Common Stock is based on the average of the high and low prices of the Registrant's common stock on November 27, 2007 as reported on the New York Stock Exchange.
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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I will be sent or given to the employees covered by the First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan (the Amended and Restated Plan ) as specified by Rule 428(b)(1) of the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the Commission ) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act of 1933, as amended (the Securities Act ). Such documents and the documents incorporated by reference in this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**REGISTRATION OF ADDITIONAL SECURITIES**

By a registration statement on Form S-8 filed with the Securities and Exchange Commission on December 16, 2004, Registration File No. 333-121353, Digital Realty Trust, Inc., a Maryland corporation, previously registered 3,690,200 shares of common stock, par value \$.01 per share, reserved for issuance from time to time in connection with the Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan. Under this Registration Statement, we are registering the additional 5,783,902 shares of the common stock issuable under the Amended and Restated Plan. The contents of Registration Statement File No. 333-121353 are incorporated by reference herein.

**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
4.1	First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan, (incorporated by reference to Appendix A to the Registrant's 2007 definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on March 30, 2007).
5.1*	Opinion of Venable LLP.
23.1*	Consent of KPMG LLP, independent registered public accounting firm.
23.2*	KPMG LLP independent auditors consent.
23.3*	KPMG independent auditors consent.
23.4*	Consent of The Schonbraun McCann Group LLP, independent registered public accounting firm.
23.5*	Consent of Venable LLP (contained in Exhibit 5.1 to this Registration Statement).
24.1*	Power of Attorney (contained on the signature pages hereto).

\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California on November 30, 2007.

**DIGITAL REALTY TRUST, INC.**

/s/ Michael F. Foust  
 Michael F. Foust  
 Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each individual whose signature appears below constitutes and appoints Michael F. Foust and A. William Stein, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to a Registration Statement on Form S-8 registering shares to be issued under the First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date(s) specified below.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Richard A. Magnuson Richard A. Magnuson	Chairman of the Board	November 30, 2007
/s/ Michael F. Foust Michael F. Foust	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	November 30, 2007
/s/ A. William Stein A. William Stein	Chief Financial Officer and Chief Investment Officer <i>(Principal Financial Officer)</i>	November 30, 2007

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Laurence A. Chapman Laurence A. Chapman	Director	November 30, 2007
/s/ Kathleen Earley Kathleen Earley	Director	November 30, 2007
/s/ Ruann F. Ernst, Ph.D. Ruann F. Ernst, Ph.D.	Director	November 30, 2007
/s/ Dennis E. Singleton Dennis E. Singleton	Director	November 30, 2007

**EXHIBIT INDEX**

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23.3*	KPMG independent auditors consent.
23.4*	Consent of The Schonbraun McCann Group LLP, independent registered public accounting firm.
23.5*	Consent of Venable LLP (contained in Exhibit 5.1 to this Registration Statement).
24.1*	Power of Attorney (contained on the signature pages hereto).

\* Filed herewith