

Smith Stephen M
Form 4
February 19, 2013

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Smith Stephen M

2. Issuer Name and Ticker or Trading Symbol
EQUINIX INC [EQIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE LAGOON DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

REDWOOD CITY, CA 94065

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 02/15/2013 | | M | 43,324 A | \$ 0 72,118 ⁽¹⁾ | D | |
| Common Stock | 02/19/2013 | | S ⁽²⁾ | 23,678 D | \$ 218,9643 48,440 ^{(3) (4) (5)} | D | |

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

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SEC 1474 (9-02)

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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 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 Share |
| Restricted Stock Units | \$ 0 | 02/14/2013 | | A | 35,930 | (6) (7) | Common Stock 35,930 |
| Restricted Stock Units | \$ 0 | 02/15/2013 | | M | 10,359 | (8) (7) | Common Stock 10,359 |
| Restricted Stock Units | \$ 0 | 02/15/2013 | | M | 15,000 | (9) (7) | Common Stock 15,000 |
| Restricted Stock Units | \$ 0 | 02/15/2013 | | M | 17,965 | (6) (7) | Common Stock 17,965 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Stephen M ONE LAGOON DRIVE REDWOOD CITY, CA 94065 | X | | CEO & President | |

Signatures

Darrin B. Short,
Attorney-in-Fact 02/19/2013

**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) Includes 182 shares acquired under the Equinix, Inc. Employee Stock Purchase Plan on February 14, 2013
- (2) Shares were sold pursuant to a 10b5-1 Trading Plan in order to raise funds to pay the required withholding tax pursuant to the vesting of RSUs.
- (3) The average price of \$218.9643 consists of the following blocks of shares: 100 shares sold at \$217.21, 100 at \$217.235, 100 at \$217.28, 100 at \$217.29, 100 at \$217.30, 100 at \$217.33, 100 at \$217.38, 200 at \$217.39, 100 at \$217.50, 100 at \$217.51, 100 at \$217.52, 300 at \$217.55, 200 at \$217.57, 100 at \$217.58, 300 at \$217.60, 100 at \$217.62, 200 at \$217.63, 100 at \$217.66, 200 at \$217.67, 200 at \$217.69,

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100 at \$217.70, 200 at \$217.71, 100 at \$217.72, 500 at \$217.73, 100 at \$217.74, 300 at \$217.75, 100 at \$217.76, 100 at \$217.78, 100 at \$217.79, 100 at \$217.82, 229 at \$217.83, 100 at \$217.84, 100 at \$217.86, 85 at \$217.88, 200 at \$217.89, 200 at \$217.90, 100 at \$217.92, 100 at \$217.94, 100 at \$217.98, 100 at \$218.01, 200 at \$218.03, 100 at \$218.07, 100 at \$218.13, 100 at \$218.15, 100 at \$218.16, 100 at \$218.18, 200 at \$218.21, 100 at \$218.22, 5 at \$218.37, 100 at \$218.42, 59 at \$218.43, 110 at \$218.44, 100 at \$218.45, 100 at \$218.46, 100 at \$218.48, 100 at \$218.51,

- Additional blocks of shares were: 200 at \$218.52, 200 at \$218.58, 295 at \$218.605, 200 at \$218.66, 100 at \$218.67, 400 at \$218.71, 100 at \$218.73, 100 at \$218.74, 200 at \$218.77, 100 at \$218.78, 400 at \$218.79, 100 at \$218.80, 200 at \$218.81, 300 at \$218.82, 100 at \$218.83, 100 at \$218.85, 100 at \$218.90, 300 at \$218.91, 200 at \$218.94, 300 at \$218.95, 100 at \$218.96, 100 at \$218.98, 300 at \$218.99,
- (4) 100 at \$219.00, 300 at \$219.04, 200 at \$219.05, 200 at \$219.06, 80 at \$219.07, 20 at \$219.08, 100 at \$219.09, 100 at \$219.12, 200 at \$219.21, 100 at \$219.26, 200 at \$219.27, 200 at \$219.28, 100 at \$219.29, 100 at \$219.33, 100 at \$219.34, 100 at \$219.39, 100 at \$219.47, 200 at \$219.48, 100 at \$219.49, 300 at \$219.50, 200 at \$219.51, 200 at \$219.52, 400 at \$219.53, 300 at \$219.54, 200 at \$219.55, 100 at \$219.61, 100 at \$219.63, 200 at \$219.64, 100 at \$219.66, 100 at \$219.68,

- Additional blocks of shares were: 100 at \$219.69, 300 at \$219.70, 200 at \$219.71, 200 at \$219.72, 300 at \$219.74, 200 at \$219.75, 74 at \$219.76, 26 at \$219.77, 100 at \$219.78, 100 at \$219.79, 100 at \$219.82, 100 at \$219.84, 300 at \$219.87, 127 at \$219.89, 200 at \$219.91, 100 at \$219.92, 197 at \$219.94, 71 at \$219.95, 500 at \$220.00, 200 at \$220.01, 200 at \$220.02, 86 at \$220.04, 300 at \$220.05, 300 at \$220.06, 100 at \$220.07, 200 at \$220.08, 100 at \$220.09, 200 at \$220.10, 100 at \$220.12, 100 at \$220.14, 100 at \$220.21, 100 at \$220.23, 100 at \$220.28, 100 at \$220.29, 169 at \$220.30, 200 at \$220.32, 44 at \$220.35, 1 at \$220.48, 100 at \$220.71, 100 at \$220.75, 100 at \$220.84, 100 at \$221.03, 100 at \$221.17, 200 at \$221.30 and 100 at \$221.35.

- On February 21, 2012, the reporting person was granted performance restricted stock units, the vesting of which was subject to both continued service and the attainment of certain revenue and EBITDA targets for 2012. These targets were achieved at the rate of 119.77%
- (6) out of a possible 120%. Therefore 50% of the achievement level of the award vested on 2/15/2013, with 25% additional units of the achievement level of the award scheduled to vest on each of February 15, 2014 and February 15, 2015, subject solely to continued service.
- (7) Restricted stock unit award expires upon reporting person's termination of employment.

- On February 11, 2010, the reporting person was granted performance restricted stock units, the vesting of which was subject to both continued service and the attainment of certain revenue and EBITDA targets for 2010. These targets were achieved at the rate of 110.5%
- (8) out of a possible 120%, therefore 50% of the achievement level of the award vested on 2/17/2011, with 25% additional units of the achievement level of the award scheduled to vest on each of February 15, 2012 and February 15, 2013, subject solely to continued service.

- On February 23, 2011, the reporting person was granted performance restricted stock units, the vesting of which was subject to both continued service and the attainment of certain revenue and EBITDA targets for 2011. These targets were achieved to the maximum extent, and, therefore, 50% of the award vested on February 22, 2012, with 25% additional units scheduled to vest on each of February 15, 2013 and February 15, 2014, subject solely to continued service.
- (9)

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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