

GRAUER PETER T
Form 4
November 12, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAUER PETER T

2. Issuer Name and Ticker or Trading Symbol
DAVITA INC [DVA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O DAVITA INC., 1551
WEWATTA ST.

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2010

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

(Street)

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

DENVER, CO 80202

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/18/2010 | | S | | 4,129 D \$ 64.13 | 6,192 ⁽⁹⁾ | D |
| Common Stock | 11/10/2010 | | S | | 1,708 D \$ 71.9014 ⁽¹⁾ | 4,484 | D |
| Common Stock | 11/10/2010 | | S | | 2,635 D \$ 71.9156 ⁽²⁾ | 1,849 | D |
| Common Stock | 11/10/2010 | | M | | 18,000 A \$ 51.95 | 19,849 | D |
| | 11/10/2010 | | S | | 18,000 D | 1,849 | D |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|----------------------|--------|---|
| Common Stock | | | | | | \$ 71.849 (3) | | |
| Common Stock | 11/10/2010 | | M | 18,000 | A | \$ 55.05 | 19,849 | D |
| Common Stock | 11/10/2010 | | S | 18,000 | D | \$ 72.0569 (4) | 1,849 | D |
| Common Stock | 11/10/2010 | | M | 18,000 | A | \$ 49.78 | 19,849 | D |
| Common Stock | 11/10/2010 | | F | 12,428 | D | \$ 72.1 | 7,421 | D |
| Common Stock | 11/10/2010 | | S | 5,572 | D | \$ 72.2974 (5) | 1,849 | D |
| Common Stock | 11/10/2010 | | M | 18,000 | A | \$ 45.84 | 19,849 | D |
| Common Stock | 11/10/2010 | | F | 11,445 | D | \$ 72.1 | 8,404 | D |
| Common Stock | 11/10/2010 | | S | 6,555 | D | \$ 72.8778 (6) | 1,849 | 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)

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Stock Options (Right to Buy) | \$ 51.95 | 11/10/2010 | | M | 18,000 | 05/15/2007 ⁽⁷⁾ | 05/15/2011 | Common Stock | 18,000 |

| | | | | | | | | |
|------------------------------|----------|------------|---|--------|---------------------------|------------|--------------|---|
| Stock Options (Right to Buy) | \$ 55.05 | 11/10/2010 | M | 18,000 | 05/29/2008 ⁽⁷⁾ | 05/29/2012 | Common Stock | 1 |
| Stock Appreciation Rights | \$ 49.78 | 11/10/2010 | M | 18,000 | 06/09/2009 ⁽⁸⁾ | 06/09/2013 | Common Stock | 1 |
| Stock Appreciation Rights | \$ 45.84 | 11/10/2010 | M | 18,000 | 06/15/2010 ⁽⁸⁾ | 06/15/2014 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAUER PETER T C/O DAVITA INC. 1551 WEWATTA ST. DENVER, CO 80202 | X | | | |

Signatures

/s/ Jeffrey L. Miller,
Attorney-in-Fact

11/12/2010

**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) The range of prices for the sale of these shares was \$71.901 - \$71.902. The filer undertakes to provide staff, the issuer, or a security holder full information regarding the number of shares sold at each separate price.
- (2) The range of prices for the sale of these shares was \$71.87 - \$71.9701. The filer undertakes to provide staff, the issuer, or a security holder full information regarding the number of shares sold at each separate price.
- (3) The range of prices for the sale of these shares was \$71.80 - \$71.875. The filer undertakes to provide staff, the issuer, or a security holder full information regarding the number of shares sold at each separate price.
- (4) The range of prices for the sale of these shares was \$71.875 - \$71.915. The filer undertakes to provide staff, the issuer, or a security holder full information regarding the number of shares sold at each separate price.
- (5) The range of prices for the sale of these shares was \$71.915 - \$71.965. The filer undertakes to provide staff, the issuer, or a security holder full information regarding the number of shares sold at each separate price.
- (6) The range of prices for the sale of these shares was \$71.965 - \$72.0025. The filer undertakes to provide staff, the issuer, or a security holder full information regarding the number of shares sold at each separate price.
- (7) Non-qualified stock options, pursuant to the 2002 Equity Compensation Plan, which vested 100% on the first anniversary of the grant date.
- (8) Stock Appreciation Right, pursuant to the 2002 Equity Compensation Plan, which vested 100% on the first anniversary of the grant date.
- (9) Reflects a correction of an administrative error that resulted in previous inadvertent overreporting by two shares of the amount of securities beneficially owned.

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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