

WHITNEY RICHARD K
Form 4
February 22, 2008

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 *
WHITNEY RICHARD K

(Last) (First) (Middle)
601 HAWAII STREET
(Street)
EL SEGUNDO, CA 90245
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2008

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)
Senior Vice President

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|-----------------|--------------|----------------------------|
| Stock Appreciation Right | \$ 50.82 | 02/19/2008 | A | 30,000 | | | | | 03/18/2009 ⁽¹⁾ | 08/19/2011 | Common Stock | 30,000 |
| Stock Appreciation Right | \$ 50.42 | 02/20/2008 | A | 30,000 | | | | | 07/18/2009 ⁽²⁾ | 08/20/2011 | Common Stock | 30,000 |
| Stock Appreciation Right | \$ 50.84 | 02/21/2008 | A | 20,000 | | | | | 12/18/2009 ⁽³⁾ | 08/21/2011 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITNEY RICHARD K 601 HAWAII STREET EL SEGUNDO, CA 90245 | | | Senior Vice President | |

Signatures

/s/ Corinna B. Polk
Attorney-in-Fact
Date: 02/22/2008

**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) Stock Appreciation Right, granted pursuant to the 2002 Equity Compensation Plan, which vests 3,611 shares on 3/18/09, 6,944 on each of 4/18/09, 5/18/09, 6/18/09, and 5,557 on 7/18/09, in each case provided Mr. Whitney is either the Chief Financial Officer or employed by the Company and working at least 25 hours per week.
- (2) Stock Appreciation Right, granted pursuant to the 2002 Equity Compensation Plan, which vests 1,387 shares on 7/18/09, 6,945 on each of 8/18/09, 9/18/09, 10/18/09, 11/18/09, and 833 on 12/18/09, in each case provided Mr. Whitney is either the Chief Financial Officer or employed by the Company and working at least 25 hours per week.
- (3) Stock Appreciation Right, granted pursuant to the 2002 Equity Compensation Plan, which vests 6,112 on 12/18/09, and 6,944 on each of 01/18/10 and 02/18/10 in each case provided Mr. Whitney is either the Chief Financial Officer or employed by the Company and working at least 25 hours per week.

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.