Edgar Filing: FEINBERG STEPHEN L - Form 4

FEINBERG STEPHEN	L						
Form 4 July 20, 2009							
			AND EXCHANGE		OMB A	PPROVAL	
UNI	OMB Number:	3235-0287					
Section 16. Form 4 or		SECU	BENEFICIAL O RITIES		Expires: Estimated a burden hou response	irs per	
abligations	n 17(a) of the F	Public Utility Ho	he Securities Excha lding Company Act It Company Act of 1	t of 1935 or Sectior	1		
(Print or Type Responses)							
1. Name and Address of Repo FEINBERG STEPHEN	L	Symbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Lost) (First)	(Middle)	PROLOGIS [PI 3. Date of Earliest 7	-	(Check all applicable)			
(Last) (First) 4545 AIRPORT WAY	. ,	3. Date of Earnest 1 (Month/Day/Year) 07/16/2009	Tansaction	X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) DENVER, CO 80239		4. If Amendment, D Filed(Month/Day/Ye	-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	(7 in)			Person			
(City) (State) 1.Title of 2. Transaction	(Zip) Date 2A. Deeme		Derivative Securities A 4. Securities			l ly Owned 7. Nature of	
Security (Month/Day/Y (Instr. 3)		Date, if Transactie Code y/Year) (Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesFeBeneficially(IOwned(IFollowing(IReportedTransaction(s)(Instr. 3 and 4)	orm: Direct D) or Indirect	Indirect	
Reminder: Report on a separa	te line for each cla	uss of securities bene	eficially owned directly	or indirectly.			
			Persons who re- information con required to resp	spond to the collect tained in this form a ond unless the forn ntly valid OMB cont	are not n	EC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security	Disposed of (D) (Instr. 3, 4, and 5)									
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	07/16/2009	07/16/2009	A		5,469.056		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	5,469.05

Reporting Owners

Reporting Owner Name / Address	Relationships							
I. S.	Director	10% Owner	Officer	Other				
FEINBERG STEPHEN L 4545 AIRPORT WAY DENVER, CO 80239	Х							
Signatures								
/s/ Kristi Oberson attorney-in-fact for Stephen								
Feinberg			0	07/20/2009				
**Signature of Reporting			Date					
Evaluation of Responses:								

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).
- PHANTOM STOCK. Represents trustee fees payable in common stock, that the filer has elected to defer into phantom shares. Also(1) includes phantom shares earned through dividend reinvestment related to the phantom shares. Phantom shares are payable in common stock generally upon retirement from the board. Phantom Shares are convertible into common shares on a 1-to-1 basis.

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.