

PROLOGIS

Form 4

June 06, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5Check 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 \*  
JACOBS DR DONALD P

(Last) (First) (Middle)

4545 AIRPORT WAY

(Street)

DENVER, CO 80239

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

PROLOGIS [PLD]

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

06/02/2011

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)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<br>Security<br>(Instr. 3)                                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Shares of<br>Beneficial<br>Interest, par<br>value \$.01<br>(1) | 06/03/2011                              | 06/03/2011                                                  | D                                    | 21,022 D \$ 0 0                                                            |                                                                                                                    | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)

# Edgar Filing: PROLOGIS - Form 4

**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) |                            |
|-----------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                               |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |
| Deferred Share Unit Dividend Equivalent Units | \$ 0                                                   | 05/25/2011                           | 05/25/2011                                         | A                              | 191                                                                                     | (2)                                                      | (2)             | Common Shares of Beneficial Interest                          | 191                        |
| Deferred Share Units                          | \$ 0                                                   | 06/03/2011                           | 06/03/2011                                         | D                              | 33,573                                                                                  | (1)                                                      | (1)             | Common Shares of Beneficial Interest                          | 33,573                     |
| Phantom Share dividend equivalent units       | \$ 0                                                   | 05/25/2011                           | 05/25/2011                                         | A                              | 336                                                                                     | (3)                                                      | (3)             | Common Shares of Beneficial Interest                          | 336                        |
| Phantom Shares                                | \$ 0                                                   | 06/02/2011                           | 06/02/2011                                         | A                              | 1,040                                                                                   | (4)                                                      | (4)             | Common Shares of Beneficial Interest                          | 1,040                      |
| Phantom Shares                                | \$ 0                                                   | 06/03/2011                           | 06/03/2011                                         | D                              | 48,870                                                                                  | (1)                                                      | (1)             | Common Shares of Beneficial Interest                          | 48,870                     |
| Non Qualified Stock Options                   | \$ 27.56                                               | 06/03/2011                           | 06/03/2011                                         | D                              | 5,000                                                                                   | (1)                                                      | (1)             | Common Shares of Beneficial Interest                          | 5,000                      |
| Non Qualified Stock Options                   | \$ 24.47                                               | 06/03/2011                           | 06/03/2011                                         | D                              | 5,000                                                                                   | (1)                                                      | (1)             | Common Shares of Beneficial Interest                          | 5,000                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

## Edgar Filing: PROLOGIS - Form 4

Director   10% Owner   Officer   Other

JACOBS DR DONALD P  
4545 AIRPORT WAY  
DENVER, CO 80239

X

## Signatures

Kristi Oberson attorney in fact for Donald  
Jacobs

06/06/2011

\_\_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) Disposition pursuant to closing of merger between issuer and AMB Property Corporation.
- (2) Represents Dividend Equivalent Units (DEUs) earned on Deferred Share Units (DSUs). DEUs are accrued on outstanding DSUs and vest upon issuance. Balance in column 9 includes DSUs and DEUs.
- (3) Represents Dividend Equivalent Units (DEUs) earned on phantom shares. DEUs are accrued on outstanding phantom shares and vest upon issuance. Balance in column 9 includes phantom shares and DEUs.
- (4) Represents trustee fees payable in ProLogis common shares that the reporting person has elected to defer into phantom shares, which vest upon issuance.

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.