

NEKRITZ EDWARD S

Form 4

December 21, 2010

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NEKRITZ EDWARD S

(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)
12/18/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

General Counsel and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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
Shares of
Beneficial
Interest, par
value \$.01
(1)

12/18/2010

12/18/2010

M

1,031

A

\$ 0

194,806 (2)

D

Common
Shares of
Beneficial
Interest, par
value \$.01
(3)

12/18/2010

12/18/2010

M

143

A

\$ 0

194,949

D

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Common Shares of Beneficial Interest, par value \$.01 <u>(4)</u>	12/18/2010	12/18/2010	F	482	D	\$ 13.97	194,467	D
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Common Shares of Beneficial Interest, par value \$.01 <u>(1)</u>	12/21/2010	12/21/2010	M	764	A	\$ 0	195,231	D
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Common Shares of Beneficial Interest, par value \$.01 <u>(3)</u>	12/21/2010	12/21/2010	M	115	A	\$ 0	195,346	D
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Common Shares of Beneficial Interest, par value \$.01 <u>(4)</u>	12/21/2010	12/21/2010	F	361	D	\$ 14.26	194,985	D
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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)

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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Share	\$ 0	12/18/2010	12/18/2010	M	1,031	<u>(1)</u> <u>(1)</u>	Common Shares of	1,031

Units								Beneficial Interest	
Dividend Equivalent Units	\$ 0	12/18/2010	12/18/2010	M	143	<u>(3)</u>	<u>(3)</u>	Common Shares of Beneficial Interest	143
Restricted Share Units	\$ 0	12/21/2010	12/21/2010	M	764	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	764
Dividend Equivalent Units	\$ 0	12/21/2010	12/21/2010	M	115	<u>(3)</u>	<u>(3)</u>	Common Shares of Beneficial Interest	115

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEKRITZ EDWARD S 4545 AIRPORT WAY DENVER, CO 80239			General Counsel and Secretary	

Signatures

Kristi Oberson, attorney-in-fact for Edward S. Nekritz

12/21/2010

**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) Restricted Share Units (RSUs). Conversion of 25% of restricted share unit award following vest. The RSUs convert into ProLogis common shares on a 1-for-1 basis. RSUs have no exercise price or expiration date.
- (2) Balance in column 5 includes a 25,442 share increase in ProLogis holdings in the reporting person's 401(k).
- (3) Dividend Equivalent Units (DEUs). Automatic settlement of DEUs in connection with the vesting of RSUs. The DEUs convert into ProLogis common shares on a 1-for-1 basis. DEUs have no exercise price or expiration date.
- (4) Shares withheld for payment of the tax liability associated with the receipt of common shares acquired upon the release of restricted share units (RSUs) and dividend equivalent units (DEUs) referenced in Table II.

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.