

Finnin Jeffrey S
 Form 4
 December 22, 2009

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 *
 Finnin Jeffrey S

2. Issuer Name and Ticker or Trading Symbol
 PROLOGIS [PLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4545 AIRPORT WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/18/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Mng. Dir. Chief Acctng Offcr

DENVER, CO 80239

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |

Common Shares of Beneficial Interest, par value \$0.01
(1)

| | | | | | | | |
|------------|------------|---|-----|---|------|-----------|---|
| 12/18/2009 | 12/18/2009 | M | 172 | A | \$ 0 | 5,954.976 | D |
|------------|------------|---|-----|---|------|-----------|---|

Common Shares of Beneficial Interest, par value \$.01
(2)

| | | | | | | | |
|------------|------------|---|--------|---|------|-----------|---|
| 12/18/2009 | 12/18/2009 | A | 23.976 | A | \$ 0 | 5,977.976 | D |
|------------|------------|---|--------|---|------|-----------|---|

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| | | | | | | | | |
|---|------------|------------|---|--------|---|----------|-----------|---|
| Common Shares of Beneficial Interest, par value \$0.01 <u>(3)</u> | 12/18/2009 | 12/18/2009 | F | 60 | D | \$ 13.51 | 5,917.976 | D |
| Common Shares of Beneficial Interest, par value \$0.01 <u>(1)</u> | 12/20/2009 | 12/20/2009 | M | 134 | A | \$ 0 | 6,051.976 | D |
| Common Shares of Beneficial Interest, par value \$0.01 <u>(2)</u> | 12/20/2009 | 12/20/2009 | A | 19.707 | A | \$ 0 | 6,071.683 | D |
| Common Shares of Beneficial Interest, par value \$0.01 <u>(3)</u> | 12/20/2009 | 12/20/2009 | F | 48 | D | \$ 13.51 | 6,023.683 | D |
| Common Shares of Beneficial Interest, par value \$0.01 <u>(1)</u> | 12/21/2009 | 12/21/2009 | M | 120 | A | \$ 0 | 6,143.683 | D |
| Common Shares of Beneficial Interest, par value \$0.01 <u>(2)</u> | 12/21/2009 | 12/21/2009 | A | 19.124 | A | \$ 0 | 6,161.807 | D |
| Common Shares of Beneficial Interest, par value \$0.01 <u>(3)</u> | 12/21/2009 | 12/21/2009 | F | 44 | D | \$ 13.72 | 6,117.807 | D |

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

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number.

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. Price |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------|
| Restricted Share Units | \$ 0 ⁽¹⁾ | 12/18/2009 | 12/18/2009 | M | 172 | <u>(1)</u> <u>(1)</u> | Common Shares of Beneficial Interest | 172 \$ |
| Restricted Share Units | \$ 0 ⁽¹⁾ | 12/20/2009 | 12/20/2009 | M | 134 | <u>(1)</u> <u>(1)</u> | Common Shares of Beneficial Interest | 134 \$ |
| Restricted Share Units | \$ 0 ⁽¹⁾ | 12/21/2009 | 12/21/2009 | M | 120 | <u>(1)</u> <u>(1)</u> | Common Shares of Beneficial Interest | 120 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Finnin Jeffrey S 4545 AIRPORT WAY DENVER, CO 80239 | | | Mng. Dir. Chief Acctng Offcr | |

Signatures

/s/ Kristi Oberson attorney-in-fact for Jeffrey Finnin

12/22/2009

 **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) RSUs. Conversion of 25% of restricted share unit award following vest. The shares convert into common shares on a 1-for-1 basis.
- (2) DEUS. Automatic settlement of Dividend Equivalent Units ("DEUs"). DEUs are settled in connection with vesting of RSUs. They are settled in common shares on a 1-for-1 basis. DEUs have no exercise price or expiration date. Fractional DEUs are settled in cash.
- (3) Shares withheld for payment of tax liability.

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