

NEKRITZ EDWARD S  
Form 4  
December 22, 2009

**FORM 4**

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

OMB APPROVAL

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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

(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)  
12/18/2009

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)
Common Shares of Beneficial Interest, par value \$0.01 <sup>(1)</sup>	12/18/2009	12/18/2009	M	1,032 A	\$ 0 109,275.556	D	
Common Shares of Beneficial Interest, par value \$0.01 <sup>(2)</sup>	12/18/2009	12/18/2009	A	143.873 A	\$ 0 109,419.429	D	

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Common Shares of Beneficial Interest, par value \$0.01 <sup>(3)</sup>	12/18/2009	12/18/2009	F	483	D	\$ 13.51	108,936.429	D
Common Shares of Beneficial Interest, par value \$0.01 <sup>(1)</sup>	12/20/2009	12/20/2009	M	961	A	\$ 0	109,897.429	D
Common Shares of Beneficial Interest, par value \$0.01 <sup>(2)</sup>	12/20/2009	12/20/2009	A	159.916	A	\$ 0	110,057.345	D
Common Shares of Beneficial Interest, par value \$0.01 <sup>(3)</sup>	12/20/2009	12/20/2009	F	460	D	\$ 13.51	109,597.345	D
Common Shares of Beneficial Interest, par value \$0.01 <sup>(1)</sup>	12/21/2009	12/21/2009	M	764	A	\$ 0	110,361.345	D
Common Shares of Beneficial Interest, par value \$0.01 <sup>(2)</sup>	12/21/2009	12/21/2009	A	115.494	A	\$ 0	110,476.839	D
Common Shares of Beneficial Interest, par value \$0.01 <sup>(3)</sup>	12/21/2009	12/21/2009	F	361	D	\$ 13.72	110,115.839	D

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

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- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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