PROLOGIS Form SC 13D/A July 17, 2003

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 17)

PROLOGIS TRUST
(Name of Issuer)

COMMON SHARES OF BENEFICIAL INTEREST,
PAR VALUE \$0.01 PER SHARE
(Title of class of securities)

74310-10-2 (CUSIP number)

BRIAN T. MCANANEY, ESQ.

GENERAL ELECTRIC CAPITAL CORPORATION
260 LONG RIDGE ROAD

STAMFORD, CONNECTICUT 06927
(203) 357-4000

(Name, address and telephone number of person authorized to receive notices and communications)

JULY 16, 2003 (Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act. (However, see the Notes.)

(Continued on following pages)
 (Page 1 of 15 pages)

SIP number	c 743	3410-10)-2	13D 	Page	2 of 15 Pa	ges 		
1	NAME OF REF	ORTING	 G PERSO)N:		SECURITY CA		 ROU	JP
	S.S. OR I.F OF ABOVE PE		ENTIFI	CATION NO.		36-369	2698		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A G				 OUP:	(A) (B)	_		
3	SEC USE ONI	 -Y							
4	SOURCE OF F	UNDS:		00					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIR PURSUANT TO ITEM 2(d) OR 2(e):					IS REQUIRED		[
6	CITIZENSHIP OR PLACE OF MARYLA ORGANIZATION:				MARYLAND				
NUMBEI SHARI		7	SOLE	VOTING POWE	 IR:		NONE		
BENEFIC:		8	SHARE	D VOTING PO	 DWER:		NONE		
EACI REPORTI		9	SOLE	DISPOSITIVE	E POWER:		NONE		
PERSON	WITH	10	SHARE	D DISPOSIT	VE POWER:		NONE		
					ED BY REPORT				
		F THE			IN ROW (11)			[
13					MOUNT IN ROW				
	TYPE OF REF								

SIP numbe:	r 743	410-10-	-2 13D	Pag	ge 3 of 15 Page	es 	
1	NAME OF REP	 ORTING	PERSON:	SC CAPI	TAL INCORPORA	TED	
	S.S. OR I.R OF ABOVE PE		ENTIFICATION NO).	74-2985638		
2	CHECK THE A	PPROPRI	IATE BOX IF A N	MEMBER OF A G	GROUP:	(A) (B)	-
3	SEC USE ONL	Y					
4	SOURCE OF F	JNDS:	ВК, ОО				
 5			LOSURE OF LEGAL 2(d) OR 2(e):	L PROCEEDINGS	IS REQUIRED		
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZA	ATION: NEV	7ADA		
NUMBEI SHARI		7	SOLE VOTING PO	OWER:	NONE		
BENEFIC:		8	SHARED VOTING	POWER:	NONE		
EAC! REPOR'		9	SOLE DISPOSIT	IVE POWER:	NONE		
PERSON	WITH	10	SHARED DISPOS	ITIVE POWER:	NONE		
11	AGGREGATE AI		BENEFICIALLY OV	NNED BY	NONE		
12	CHECK BOX II		AGGREGATE AMOUN	NT IN ROW (11	.) EXCLUDES		[
13	PERCENT OF (CLASS F	REPRESENTED BY	AMOUNT IN RO	DW (11): 0	%	

	743410-1		13D _		Page	4 of 15	Pages			
1	NAME OF REPORTIN	G PERSON	1:	SC	REALT	Y INCOR	PORATE	D		
	S.S. OR I.R.S. I OF ABOVE PERSON:		CATION NO		88	-033018	4			
2	CHECK THE APPROP	RIATE BO	OX IF A M	EMBER OF	A GRO	 UP:		(A) (B)		
3	SEC USE ONLY									
4	SOURCE OF FUNDS:		BK, 00							
5	CHECK BOX IF DIS					S REQUI	RED		[]
6	CITIZENSHIP OR P	LACE OF	ORGANIZA	TION:		NEVADA				
NUMBEI SHARI		SOLE	VOTING P	 OWER:			NO:	NE		
BENEFIC: OWNED	ALLY 8 BY	SHAREI	O VOTING	POWER:			NO:	NE		
EACH REPORTI		SOLE I	DISPOSITI	VE POWER:			NO:	NE		
PERSON	WITH 10	SHAREI	DISPOSI	TIVE POWE	IR:		NO:	NE		
11	AGGREGATE AMOUNT	BENEFIC	CIALLY OW	NED BY RE	EPORTI	NG PERS	ON: NO	NE		
12	CHECK BOX IF THE CERTAIN SHARES:	AGGREGA	ATE AMOUN	I IN ROW	(11)	EXCLUDE	 S		[]
13	PERCENT OF CLASS									
14	TYPE OF REPORTIN									

CUSIP nu	umber 74	3410-10	-2 13D	Page 5 of 15 Pag	es 	
1	NAME OF RE	PORTING	PERSON:	SECURITY CAPITAL	OPERAT	'ION
	S.S. OR I. OF ABOVE P		ENTIFICATION NO.	52-21466	97	
2	CHECK THE	APPROPR	IATE BOX IF A MEMB	ER OF A GROUP:	(A) (B)	-
3	SEC USE ON	LY				
4	SOURCE OF	FUNDS:	вк, оо			
 5			LOSURE OF LEGAL PRO 2(d) OR 2(e):	OCEEDINGS IS REQUIRED		[
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION	N: MARYLAND		
1	NUMBER OF SHARES	7	SOLE VOTING POWER	: NONE		
	NEFICIALLY DWNED BY	8	SHARED VOTING POW	ER: NONE		
RI	EACH EPORTING	9	SOLE DISPOSITIVE	POWER: NONE		
PE	ERSON WITH	10	SHARED DISPOSITIV	E POWER: NONE		
11	AGGREGATE REPORTING		BENEFICIALLY OWNED	BY NONE		
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT II	N ROW (11) EXCLUDES		[
13	PERCENT OF	CLASS	REPRESENTED BY AMO	UNT IN ROW (11): 0	 %	
	TYPE OF RE					

SIP num	nber 	743410-10	-2 13D 	Page 6 of	f 15 Pages
1	NAME OF	 REPORTING	PERSON:		ITAL WAREHOUSE BUSINESS TRUST
	S.S. OR OF ABOVE		ENTIFICATION NC	. 74-2	2869170
2	СНЕСК ТН	E APPROPR	IATE BOX IF A M	EMBER OF A GROUP:	(A) [(B) [
3	SEC USE				
4	SOURCE O	F FUNDS:	BK, 00		
5	PURSUANT	TO ITEM	LOSURE OF LEGAL 2(d) OR 2(e):	PROCEEDINGS IS RE	 EQUIRED [
6	CITIZENS ORGANIZA	HIP OR PL	ACE OF M	ARYLAND	
	BER OF HARES	7 :	SOLE VOTING POW	ER: NONE	
	FICIALLY NED BY	8	SHARED VOTING P	OWER: NONE	
	EACH DRTING	9	SOLE DISPOSITIV	E POWER: NONE	
PERSC	N WITH	10	SHARED DISPOSIT	IVE POWER: NONE	
11		E AMOUNT I	BENEFICIALLY OW	NED BY NONE	
12		X IF THE X		T IN ROW (11)]
13				AMOUNT IN ROW (11)	
	TYPE OF				

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1	NAME	OF REPORTIN	 IG PERS	SON:		APITAL INTERN.		 AL	
		OR I.R.S. I		FICATION NO.					
2	CHECK	THE APPRO	PRIATE	BOX IF A MEM	BER OF A GRO	DUP:	(A) (B)	-	
3	SEC U	SE ONLY							_
4	SOURC	E OF FUNDS							-
5		BOX IF DIS			 ROCEEDINGS I	S REQUIRED		[_
6	CITIZ	ENSHIP OR I	LACE C	OF ORGANIZATI	ON: DELAW	JARE			
	MBER OF HARES	7	SOLE	VOTING POWER	:	NONE			-
	FICIALLY NED BY	8	SHARE	ED VOTING POW	ER:	NONE			
	EACH ORTING	9	SOLE	DISPOSITIVE	POWER:	NONE			
PER	SON WITH	10	SHARE	ED DISPOSITIV	E POWER:	NONE			
		GATE AMOUNT		FICIALLY OWNE	D BY	NONE			_
		BOX IF THE		EGATE AMOUNT	IN ROW (11)			[
	 13 PERCE	NT OF CLASS	REPRE	ESENTED BY AM	OUNT IN ROW	(11): 0%			
	 14 TYPE	OF REPORTI	. DED						

SIP number	743	410-10-2	13D	Page 8 of 15 Page	S 	
1	NAMES OF RE	TIFICATION		GENERAL ELECTRIC C	APITAI	
2	CHECK THE A	PPROPRIATE	BOX IF A MEMBER	OF A GROUP:	(A) (B)	
3	SEC USE ONL	Y				
4	SOURCE OF F	UNDS: BK,				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):					
6	CITIZENSHIP	OR PLACE C	OF ORGANIZATION:	DELAWARE		
NUMBEF SHARE		7 SOLE V	OTING POWER:	NONE		
BENEFIC:		8 SHARED	VOTING POWER:	NONE		
EACH REPORT		9 SOLE D	ISPOSITIVE POWE	R: NONE		
PERSON	WITH	10 SHARED	DISPOSITIVE PO	WER: NONE		
11	AGGREGATE A REPORTING P		CICIALLY OWNED B	Y NONE		
12	CHECK BOX I		GATE AMOUNT IN	ROW (11) EXCLUDES]
13	PERCENT OF	CLASS REPRE	SENTED BY AMOUN	T IN ROW (11): 0%		
1 /I	TVDF OF RED	ORTING PERS	ON: CO			

SIP numbe	r 7434	110-10)-2	13D		Page 9 of	15 Page	S 		
1	NAMES OF REF	PORTIN	 IG PERS	 30NS:	GENERAL	ELECTRIC	CAPITAL	 SERV	 ICE	 ES
	I.R.S. IDENT			10S.						
2	CHECK THE A	PPROPF	RIATE E	BOX IF A	MEMBER OF	A GROUP:		(A) (B)	-	
3	SEC USE ONLY	 (
4	SOURCE OF FU	JNDS:		NO'	T APPLICAE	LE				
5	CHECK BOX IF				L PROCEEDI	NGS IS RE	QUIRED		[
6	CITIZENSHIP	OR PI	LACE OF	ORGANIZ	ATION:	DELAWARE				
NUMBEI SHARI	R OF ES	7	SOLE V	/OTING PO	 WER:	NC	NE			
BENEFIC:		8	SHARED	O VOTING	POWER:	NC)NE			
EACI REPOR		9	SOLE I)ISPOSITI	VE POWER:	NC)NE			
PERSON	WITH	10	SHAREI) DISPOSI	TIVE POWER	: NC	NE			
11	AGGREGATE AN REPORTING PE			CIALLY O	NNED BY	NC	NE	_		
12	CHECK BOX IF		AGGREG	GATE AMOU	NT IN ROW	(11) EXCI	UDES		[
13	PERCENT OF (CLASS	REPRES	SENTED BY	AMOUNT IN	ROW (11)	: 0%			

USIP number	<u>-</u>	743410-10-2	13D	Page 10 of 15 Pag	es 		
1	I.R.S.	DF REPORTING PEIDENTIFICATION		GENERAL ELECTRIC	 COMPA	NY	
2	CHECK 1	THE APPROPRIATE	E BOX IF A MEMBER (OF A GROUP:	(A) (B)	-	
3	SEC USI	E ONLY					
4	SOURCE	OF FUNDS:	NOT APPLICABLE				
5		BOX IF DISCLOSU		EDINGS IS REQUIRED		[
6	CITIZEÌ	NSHIP OR PLACE	OF ORGANIZATION:	NEW YORK			
NUMBER SHARES		7 SOLE VOI	TING POWER:	NONE			
BENEFIC: OWNED		8 SHARED V	OTING POWER:	NONE			
EACI REPORT		9 SOLE DIS	SPOSITIVE POWER:	NONE			
PERSON	WITH	10 SHARED D	DISPOSITIVE POWER:	NONE			
11		ATE AMOUNT BENE	EFICIALLY OWNED BY	NONE			
12		BOX IF THE AGGF	REGATE AMOUNT IN RO	DW (11) EXCLUDES		[
13	PERCEN	I OF CLASS REPF	RESENTED BY AMOUNT	IN ROW (11): 0%			
14	TYPE OF	 F REPORTING PEF	RSON: CO				

This Amendment No. 17 is filed by Security Capital Group Incorporated, a Maryland corporation ("Security Capital Group"), SC Capital Incorporated, a Nevada corporation ("SC Capital") and a wholly owned subsidiary of Security Capital Group, SC Realty Incorporated, a Nevada corporation ("SC-Realty") and a wholly owned subsidiary of SC Capital, Security Capital Operations Incorporated, a Maryland corporation ("Operations") and a wholly owned subsidiary of SC-Realty, Security Capital Warehouse Distribution Business Trust, a Maryland real estate investment trust and a subsidiary of Operations (f/k/a West Mixed-Use Realty Investors Trust) ("SC Warehouse Distribution Business Trust" and, together with Security Capital Group, "Security Capital"), General Electric Company, a New York corporation ("GE"), General Electric Capital Services, Inc., a Delaware corporation ("GECS") and a wholly owned subsidiary of GE, General Electric Capital Corporation, a Delaware corporation ("GECC") and a wholly owned subsidiary of GECS, and GE Capital International Holdings Corporation, a Delaware corporation ("GE Holdings" and, together with GE, GECS, GECC, Security Capital Group, SC Capital, SC-Realty, Operations and SC Warehouse Distribution Business Trust, the "Reporting Persons") and a wholly owned subsidiary of GECC and the parent corporation of Security Capital Group.

This Amendment No. 17 amends the Schedule 13D originally filed by Security Capital Group, SECAP Realty Incorporated, Security Capital Group Incorporated, a Delaware corporation, and William D. Sanders, an individual, on March 11, 1994 (as previously amended, the "Schedule 13D"). This Amendment No. 17 relates to common shares of beneficial interest, par value \$0.01 per share (the "Common Shares"), of ProLogis Trust, a Maryland real estate investment trust ("ProLogis"). Capitalized terms used herein without definition shall have the meanings ascribed thereto in the Schedule 13D, as amended.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

On July 16, 2003, Security Capital entered into a secondary block trade agreement with UBS Securities LLC, pursuant to which Security Capital sold a total of 15,752,802 Common Shares, representing all Common Shares owned by the Reporting Persons, at a net price of \$27.552 per share. The closing of the transaction is scheduled to occur on July 21, 2003. Following the closing of this transaction, the Reporting Persons will own no Common Shares. A copy of the secondary block trade agreement is filed as an exhibit to this Amendment No. 17.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The descriptions of the contracts, arrangements, understandings and relationships described above in the response to Item 5 are incorporated into this Item.

11

Item 7. MATERIALS TO BE FILED AS EXHIBITS

Exhibit 9 Secondary Block Trade Agreement by and between Security Capital Warehouse Distribution Business Trust and UBS Securities LLC, dated July 16, 2003

12

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D is true, complete and correct.

Date: July 17, 2003

GENERAL ELECTRIC COMPANY

By: /s/ KEVIN KORSH

Name: Kevin Korsh Title: Attorney-in-fact

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ KEVIN KORSH

Name: Kevin Korsh
Title: Attorney-in-fact

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ KEVIN KORSH

Name: Kevin Korsh

Title: Attorney-in-fact

GE CAPITAL INTERNATIONAL HOLDINGS CORPORATION

By: /s/ KEVIN KORSH

Name: Kevin Korsh Title: Attorney-in-fact

SECURITY CAPITAL GROUP INCORPORATED

By: /s/ KEVIN KORSH

Name: Kevin Korsh Title: Attorney-in-fact

13

SC CAPITAL INCORPORATED

By: /s/ KEVIN KORSH

Name: Kevin Korsh Title: Attorney-in-fact

SC REALTY INCORPORATED

By: /s/ KEVIN KORSH

Name: Kevin Korsh Title: Attorney-in-fact

SECURITY CAPITAL OPERATIONS INCORPORATED

By: /s/ KEVIN KORSH

Name: Kevin Korsh Title: Attorney-in-fact

SECURITY CAPITAL WAREHOUSE DISTRIBUTION BUSINESS TRUST

By: /s/ KEVIN KORSH

Name: Kevin Korsh Title: Attorney-in-fact

14

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

Exhibit 9 Secondary Block Trade Agreement by and between Security Capital Warehouse Distribution Business Trust and UBS Securities LLC, dated July 16, 2003