

NEKRITZ EDWARD S
Form 4
June 07, 2011

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

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)
06/03/2011

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
General Counsel and Secretary

DENVER, CO 80239

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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)
				(A) or (D) Price			
Common Shares of Beneficial Interest, par value \$.01 (1)	06/03/2011	06/03/2011	D	231,099 D \$ 0 0		D	

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

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SEC 1474 (9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0	06/03/2011	06/03/2011	D		310,345		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	310,345
Non Qualified Stock Options	\$ 6.87	06/03/2011	06/03/2011	D		187,500		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	187,500
Non Qualified Stock Options	\$ 24.755	06/03/2011	06/03/2011	D		20,000		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	20,000
Non Qualified Stock Options	\$ 30	06/03/2011	06/03/2011	D		20,000		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	20,000
Non Qualified Stock Options	\$ 34.925	06/03/2011	06/03/2011	D		20,000		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	20,000
Non Qualified Stock Options	\$ 45.46	06/03/2011	06/03/2011	D		26,377		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	26,377
Non Qualified Stock Options	\$ 59.92	06/03/2011	06/03/2011	D		17,576		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	17,576
Non Qualified Stock Options	\$ 60.6	06/03/2011	06/03/2011	D		21,907		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	21,907
Non Qualified Stock	\$ 20.675	06/03/2011	06/03/2011	D		17,820		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial	17,820

Options

Interest

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 Nekritz	06/07/2011
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__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.

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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