### **NEKRITZ EDWARD S**

Form 4

November 13, 2009

#### **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **NEKRITZ EDWARD S** Issuer Symbol PROLOGIS [PLD] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify 4545 AIRPORT WAY 11/11/2009 below) General Counsel and Secretary (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DENVER, CO 80239 Person d ure of ct. icial rship 4)

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	urities	s Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities 2. Order Disposed 6 (Instr. 3, 4 an	of (D)	red (A)	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. Natur Indirect Benefic Owners (Instr. 4
Common Shares of Beneficial Interest, par value \$0.01 (1)	11/11/2009	11/11/2009	M	62,500	A	\$ 0	114,598.316	D	
Common Shares of Beneficial Interest, par value \$.01 (2)	11/11/2009	11/11/2009	A	5,532.327	A	\$0	120,130.643	D	

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Common Shares of Beneficial

11/11/2009 Interest.

11/11/2009

F 24,223

95,907.316

D

par value \$0.01 (3)

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)

Conversion or Exercise Price of

Derivative

Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

Date

(D) (Instr. 3, 4,

and 5)

Expiration Title Exercisable Date

Amount Number of Shares (I

Restricted

Share Units

11/11/2009

11/11/2009

M

Code V (A)

62,500

(D)

(1)

Common (1)

Shares of 62,500 Beneficial Interest

# **Reporting Owners**

 $$0^{(1)}$ 

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

**NEKRITZ EDWARD S** 4545 AIRPORT WAY

DENVER, CO 80239

General Counsel and Secretary

**Signatures** 

/s/ Kristi Oberson attorney-in-fact for Theodore

11/13/2009

Antenucci

\*\*Signature of Reporting Person

Date

Reporting Owners 2

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## **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 ("RSUs") award following vest. The RSUs 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.
- (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. 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.