

PROLOGIS  
Form 4  
May 20, 2010

**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 \*  
JACOBS DR DONALD P

(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)  
05/18/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Shares of Beneficial Interest, par value \$.01 | 05/18/2010                           | 05/18/2010   | M                              |   | 3,088   | A  | \$ 0 17,748                       |
| (1)   |                                      |  |                                |   |   |  |                                   |

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

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includes Dividend Equivalent Units which are also deferred.

- Jacobs - Reporting conversion into ProLogis common shares of 3,088 dividend equivalent units earned on 5,000 options that expired on 5/18/2010. Balance in column 9 includes 5,000 fully vested non-qualified stock options with an exercise price of \$20.80 expiring 5/17/2011, 5,000 fully vested non-qualified stock options with an exercise price of \$24.47 expiring 6/12/2012, and 5,000 fully vested non-qualified stock options with an exercise price of \$27.56 expiring 5/20/2013. Also includes 2,587 related Dividend Equivalent Units (DEUs) earned on certain stock options and paid in common shares on a 1-for-1 basis upon exercise or at expiration of the underlying option.

- Reporting holdings of phantom shares. Represents trustee fees payable in ProLogis common shares that the filer has elected to defer into phantom shares. Also includes phantom shares earned through dividend reinvestment related to the phantom shares. Phantom shares are payable in common shares generally upon retirement from the board. Phantom shares are convertible into common shares on a 1-to-1 basis.

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.