

NEKRITZ EDWARD S
Form 4
January 04, 2011

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 *
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)
12/31/2010

____ Director _____ 10% Owner
 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)
 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) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|
| | | | Code | V | Amount | (D) | Price | | |
| Common Shares of Beneficial Interest, par value \$.01 <u>(1)</u> | 12/31/2010 | 12/31/2010 | M | | 15,593 | A | \$ 0 | 210,578 | D |
| Common Shares of Beneficial Interest, par value \$.01 <u>(2)</u> | 12/31/2010 | 12/31/2010 | M | | 673 | A | \$ 0 | 211,251 | D |

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Common Shares of Beneficial Interest, par value \$.01 (3)
 12/31/2010 12/31/2010 F 6,682 D \$ 14.44 204,569 D

Common Shares of Beneficial Interest, par value \$.01 (4)
 12/31/2010 12/31/2010 M 25,000 A \$ 0 229,569 D

Common Shares of Beneficial Interest, par value \$.01 (5)
 12/31/2010 12/31/2010 M 5,158 A \$ 0 234,727 D

Common Shares of Beneficial Interest, par value \$.01 (6)
 12/31/2010 12/31/2010 F 12,389 D \$ 14.44 222,338 D

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.

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(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) | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Performance Share Units | \$ 0 | 12/31/2010 | 12/31/2010 | M | 15,593 | <u>(1)</u> <u>(1)</u> | Common Shares of Beneficial Interest | 15,593 |

| | | | | | | | | | |
|---------------------------|------|------------|------------|---|--------|-----|-----|--------------------------------------|--------|
| Dividend Equivalent Units | \$ 0 | 12/31/2010 | 12/31/2010 | M | 673 | (2) | (2) | Common Shares of Beneficial Interest | 673 |
| Restricted Share Units | \$ 0 | 12/31/2010 | 12/31/2010 | M | 25,000 | (4) | (4) | Common Shares of Beneficial Interest | 25,000 |
| Dividend Equivalent Units | \$ 0 | 12/31/2010 | 12/31/2010 | M | 5,158 | (5) | (5) | Common Shares of Beneficial Interest | 5,158 |

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 | 01/04/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Performance Share Award Units (PSA Units) granted 2/27/2009, of which the earned amount was determined on 12/31/2009, based upon achievement of company and individual goals. After the earned amount was determined, the earned PSA Units have a vesting schedule of 34% on 12/31/2009, and 33% on each of 12/31/2010 and 12/31/2011. Earned PSA Units convert into ProLogis common shares upon vesting on a 1-for-1 basis, and have no exercise price or expiration date. This transaction represents the portion of the earned PSA Units that vested on 12/31/2010 (33% of the original earned PSA Units).

(2) Dividend Equivalent Units (DEUs) are earned on earned PSA Units and convert into ProLogis common shares on a 1-for-1 basis upon vesting of such earned PSA Units. This represents the DEUs earned on the portion of the earned PSA Units that vested on 12/31/2010. DEUs have no exercise price or expiration date.

(3) Shares withheld for payment of the tax liability associated with the receipt of ProLogis common shares acquired upon the release of Performance Share Award Units and dividend equivalent units (DEUs) referenced in Table II.

(4) Restricted Share Units (RSUs). Conversion of 100% of restricted share unit award following vest. The RSUs convert into ProLogis common shares upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.

(5) Dividend Equivalent Units (DEUs). Automatic settlement of DEUs in connection with the vesting of RSUs. The DEUS convert into ProLogis common shares on a 1-for-1 basis. DEUs have no exercise price or expiration date.

(6) Shares withheld for payment of the tax liability associated with the receipt of ProLogis common shares acquired upon the release of restricted share units (RSUs) and dividend equivalent units (DEUs) referenced in Table II.

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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