

JACKSON LAWRENCE V
Form 4
June 06, 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 *
JACKSON LAWRENCE V

(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)
06/02/2011

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V	Amount	Price

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

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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)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
		Code	V	(A)	(D)					
Deferred Share Unit Dividend Equivalent Units	\$ 0			05/25/2011	05/25/2011		(1)	(1)	Common Shares of Beneficial Interest	145
Deferred Share Units	\$ 0			06/03/2011	06/03/2011		(2)	(2)	Common Shares of Beneficial Interest	27,011
Phantom Share dividend equivalent units	\$ 0			05/25/2011	05/25/2011		(3)	(3)	Common Shares of Beneficial Interest	149
Phantom Shares	\$ 0			06/02/2011	06/02/2011		(4)	(4)	Common Shares of Beneficial Interest	924
Phantom Shares	\$ 0			06/03/2011	06/03/2011		(2)	(2)	Common Shares of Beneficial Interest	22,119

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON LAWRENCE V 4545 AIRPORT WAY DENVER, CO 80239		X		

Signatures

Kristi Oberson attorney in fact for Lawrence Jackson
 Date: 06/06/2011
 **Signature of Reporting Person

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).

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- (1) Represents Dividend Equivalent Units (DEUs) earned on Deferred Share Units (DSUs). DEUs are accrued on outstanding DSUs and vest upon issuance. Balance in column 9 includes DSUs and DEUs.
- (2) Disposition pursuant to closing of merger between issuer and AMB Property Corporation.
- (3) Represents Dividend Equivalent Units (DEUs) earned on phantom shares. DEUs are accrued on outstanding phantom shares and vest upon issuance. Balance in column 9 includes phantom shares and DEUs.
- (4) Represents trustee fees payable in ProLogis common shares that the reporting person has elected to defer into phantom shares, which vest upon issuance.

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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