

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
SEC Accession No. **0001209191-06-002105**

([HTML Version](#) on secdatabase.com)

REPORTING OWNER

NEKRITZ EDWARD S

CIK: **1255240**

Type: **4** | Act: **34** | File No.: **001-12846** | Film No.: **06513655**

Mailing Address
*KATE MEADE
14100 E 35TH PL
AURORA CO 80011*

ISSUER

PROLOGIS

CIK: **899881** | IRS No.: **742604728** | State of Incorporation: **MD** | Fiscal Year End: **1231**
SIC: **6798** Real estate investment trusts

Mailing Address
*14100 EAST 35TH PLACE
AURORA CO 80011*

Business Address
*14100 EAST 35TH PLACE
AURORA CO 80011
3033759292*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

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

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

1. Name and Address of Reporting Person NEKRITZ EDWARDS			2. Issuer Name and Ticker or Trading Symbol PROLOGIS [PLD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Managing Director & Secretary		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
14100 E. 35TH PLACE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) AURORA, CO 80011								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares of Beneficial Interest, par value \$0.01 ⁽¹⁾	01/03/2006		<u>M</u>		5,500	A	⁽¹⁾	25,160.667	D	
Common Shares of Beneficial Interest, par value \$0.01 ⁽²⁾	01/03/2006		<u>F</u>		1,832.072 ⁽²⁾	D	\$47.61	23,328.595	D	
Common Shares of Beneficial Interest, par value \$0.01 ⁽³⁾	01/03/2006		<u>M</u>		2,184.162	A	⁽³⁾	25,512.757	D	
Common Shares of Beneficial Interest, par value \$0.01 ⁽²⁾	01/03/2006		<u>F</u>		678.838 ⁽²⁾	D	\$47.61	24,993.551 ⁽⁴⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Unit Award ⁽¹⁾	⁽¹⁾	01/03/2006		<u>M</u>			5,500	⁽¹⁾	⁽¹⁾	Common Shares of Beneficial Interest	5,500	⁽¹⁾	217,172	D	
Dividend Equivalent Units ⁽³⁾	⁽³⁾	01/03/2006		<u>M</u>			2,184.162	⁽³⁾	⁽³⁾	Common Shares of Beneficial Interest	2,184.162	⁽³⁾	214,987.838	D	

Explanation of Responses:

1. Automatic conversion of performance share unit award earned on 12/31/03. Units convert into common shares on a 1 for 1 basis.
2. Payment of tax liability by reporting person to issuer pursuant to the conversion of performance share unit award and dividend equivalent unit award.
3. Automatic conversion of dividend equivalent units. Dividend Equivalent Units are earned and accrue on restricted share units and option grants pursuant to the ProLogis 1997 Long-Term Incentive Plan. The rate of vest and the expiration date is the same as the underlying grant. DEUs are converted in common shares on a 1 for 1 basis.
4. Includes shares acquired through the ProLogis Dividend Reinvestment Plan.

Signatures

Kate M. Meade, Attorney-in-Fact on behalf of Edward S. Nekritz

** Signature of Reporting Person

01/05/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.