

PROLOGIS  
Form 8-K  
March 25, 2004

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**Current Report Pursuant  
to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported) March 24, 2004

**ProLogis**

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*(Exact Name of Registrant as Specified in its Charter)*  
Maryland

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*(State or Other Jurisdiction of Incorporation)*

1-12846

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74-2604728

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*(Commission File Number)*

*(I.R.S. Employer Identification No.)*

14100 East 35th Place, Aurora, Colorado

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80011

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*(Address of Principal Executive Offices)*

(303) 375-9292

*(Zip Code)*

*(Registrant's Telephone Number, Including Area Code)*  
Not Applicable

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*(Former Name or Former Address, if Changed Since Last Report)*

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Item 5. Other Events.

Item 7. Financial Statements, Pro Forma Information and Exhibits.

SIGNATURES

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Press Release

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**Item 5. Other Events.**

On March 24, 2004, the Registrant priced a 350 million eurobond offering (\$431 million). A Press Release with respect to the offering has been filed as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 7. Financial Statements, Pro Forma Information and Exhibits.**

(c) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Document Description</u></b>
99.1	Press Release

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROLOGIS

Dated: March 25, 2004

By: /s/ Walter C. Rakowich  
Name: Walter C. Rakowich  
Title: Chief Financial Officer

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EXHIBIT INDEX

<b><u>Exhibit No.</u></b>	<b><u>Document Description</u></b>
99.1	Press Release