

NEKRITZ EDWARD S

Form 4

June 07, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEKRITZ EDWARD S

(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)  
06/03/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

General Counsel and Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares of Beneficial Interest, par value \$.01 (1)	06/03/2011	06/03/2011	D	231,099 D \$ 0 0		D	

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0	06/03/2011	06/03/2011	D	310,345	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	310,345
Non Qualified Stock Options	\$ 6.87	06/03/2011	06/03/2011	D	187,500	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	187,500
Non Qualified Stock Options	\$ 24.755	06/03/2011	06/03/2011	D	20,000	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	20,000
Non Qualified Stock Options	\$ 30	06/03/2011	06/03/2011	D	20,000	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	20,000
Non Qualified Stock Options	\$ 34.925	06/03/2011	06/03/2011	D	20,000	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	20,000
Non Qualified Stock Options	\$ 45.46	06/03/2011	06/03/2011	D	26,377	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	26,377
Non Qualified Stock Options	\$ 59.92	06/03/2011	06/03/2011	D	17,576	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	17,576
Non Qualified Stock Options	\$ 60.6	06/03/2011	06/03/2011	D	21,907	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	21,907
Non Qualified Stock	\$ 20.675	06/03/2011	06/03/2011	D	17,820	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial	17,820

Options

Interest

## 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	06/07/2011
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\_\_Signature of Reporting Person

Date

## 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) Disposition pursuant to closing of merger between issuer and AMB Property Corporation.

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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