

PROLOGIS  
Form 8-K  
July 16, 2007

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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) July 11, 2007**

**ProLogis**

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

*(State or Other Jurisdiction of Incorporation)*

1-12846

74-2604728

*(Commission File Number)*

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

14100 East 35<sup>th</sup> Place, Aurora, Colorado

80011

*(Address of Principal Executive Offices)*

*(Zip Code)*

(303) 567-5000

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Opinion of Mayer, Brown, Rowe & Maw LLP

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**Item 8.01 Other Events.**

ProLogis, a Maryland real estate investment trust ( ProLogis ), pursuant to the filing of a prospectus supplement to its Registration Statement on Form S-3 (Registration Statement No. 333-132616), registered the resale of (i) \$1,250,000,000 aggregate principal amount of ProLogis' s 2.25% Convertible Senior Notes due 2037 (the Notes ) and (ii) the common shares of beneficial interest, par value \$0.01 per share (the Common Shares ), of ProLogis that may be issued upon the conversion of the Notes. ProLogis herewith files the opinion of Mayer, Brown, Rowe & Maw LLP attached hereto as Exhibit 5.1 as to the validity of the Notes and Common Shares.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following document has been filed as an exhibit to this report and is incorporated by reference herein as described above.

<b>Exhibit No.</b>	<b>Description</b>
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5.1	Opinion of Mayer, Brown, Rowe & Maw LLP
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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: July 16, 2007

By: /s/ Edward S. Nekritz  
Name: Edward S. Nekritz  
Title: Managing Director, General  
Counsel and Secretary

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