

FOTIADES GEORGE L

Form 4

June 07, 2011

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FOTIADES GEORGE L2. Issuer Name and Ticker or Trading  
Symbol  
PROLOGIS [PLD]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

4545 AIRPORT WAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/03/2011

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)

DENVER, CO 80239

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

(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 Ownership Indirect (Instr. 4)
Common Shares of Beneficial Interest, par value \$.01	06/03/2011	06/03/2011	D	34,560	D \$ 0 0	D	

(1)

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

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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
Deferred Share Units dividend equivalent units	\$ 0	05/25/2011	05/25/2011	A		191		<u>(2)</u>	<u>(2)</u>	Common Shares of Beneficial Interest	191
Deferred Share Units	\$ 0	06/03/2011	06/03/2011	D		33,573		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	33,573
Phantom Shares dividend equivalent units	\$ 0	05/25/2011	05/25/2011	A		253		<u>(3)</u>	<u>(3)</u>	Common Shares of Beneficial Interest	253
Phantom Shares	\$ 0	06/03/2011	06/03/2011	D		36,046		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	36,046
Non Qualified Stock Options	\$ 27.56	06/03/2011	06/03/2011	D		5,000		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	5,000
Non Qualified Stock Options	\$ 24.47	06/03/2011	06/03/2011	D		5,000		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOTIADES GEORGE L 4545 AIRPORT WAY	X			

DENVER, CO 80239

## Signatures

/s/ Kristi Oberson, attorney-in-fact for George  
Fotiades

06/07/2011

\_\_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.
- (2) 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.
- (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.

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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