

TEIXEIRA J ANDRE

Form 4

May 20, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TEIXEIRA J ANDRE

2. 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)  
05/28/2010

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Derivative<br>Security<br>(Instr. 3) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
|                                                     |                                          |                                         |                                                             |                                      |                                                      |                                                                |                                                                     |                                                     |

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| Derivative Security                              |                     |            |            |      | (A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |       |     |                     |                    |                                               |                                        |
|--------------------------------------------------|---------------------|------------|------------|------|---------------------------------------------------------|-------|-----|---------------------|--------------------|-----------------------------------------------|----------------------------------------|
|                                                  |                     |            |            | Code | V                                                       | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title                                         | Amount<br>or<br>Number<br>of<br>Shares |
| Deferred<br>Share<br>Unit<br>DEUs <sup>(1)</sup> | \$ 0                | 05/28/2010 | 05/28/2010 | A    |                                                         | 342   |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Shares of<br>Beneficial<br>Interest | 342                                    |
| Deferred<br>Share<br>Unit<br>DEUs <sup>(1)</sup> | \$ 0                | 08/31/2010 | 08/31/2010 | A    |                                                         | 362   |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Shares of<br>Beneficial<br>Interest | 362                                    |
| Deferred<br>Share<br>Unit<br>DEUs <sup>(1)</sup> | \$ 0                | 11/30/2010 | 11/30/2010 | A    |                                                         | 230   |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Shares of<br>Beneficial<br>Interest | 230                                    |
| Deferred<br>Share<br>Unit<br>DEUs <sup>(1)</sup> | \$ 0                | 02/28/2011 | 02/28/2011 | A    |                                                         | 186   |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Shares of<br>Beneficial<br>Interest | 186                                    |
| Deferred<br>Share<br>Units                       | \$ 0 <sup>(3)</sup> | 05/18/2011 | 05/18/2011 | A    |                                                         | 6,341 |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Shares of<br>Beneficial<br>Interest | 6,341                                  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|----------------------------------------------------------|---------------|-----------|---------|-------|
|                                                          | Director      | 10% Owner | Officer | Other |
| TEIXEIRA J ANDRE<br>4545 AIRPORT WAY<br>DENVER, CO 80239 | X             |           |         |       |

## Signatures

/s/ Kristi Oberson, attorney-in-fact for J. Andre'  
Teixeira

05/20/2011

          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) Dividend Equivalent Units (DEUs) accrue on outstanding Deferred Share Units (DSUs) and vest upon vesting of the related DSU. The receipt of such DEUs is deferred as described in note (2) below and, upon receipt, such DEUs are paid in the form of ProLogis common shares at the rate of one common share per DEU. DEUs accrue at the ProLogis common share distribution rate at the time distributions on ProLogis common shares occur.

(2) DEUs earned on DSUs are fully vested at grant and their receipt is automatically deferred until the reporting person ceases to be a trustee, at which time the DEUs convert into ProLogis common shares on a 1-for-1 basis. DEUs on DSUs have no exercisable date and no expiration date.

(3) Award of Deferred Share Units (DSUs). DSUs are fully vested at grant and are deferred until the reporting person ceases to be a trustee, at which time the units convert into ProLogis common shares on a 1-for-1 basis. DSUs have no exercisable or expiration date. Balance in column 9 includes DEUs earned through divided reinvestment related to the DSUs.

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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