

SCHWARTZ JEFFERY H
Form 4
January 05, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHWARTZ JEFFERY H

(Last) (First) (Middle)

14100 E. 35TH PLACE

(Street)

AURORA, CO 80011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PROLOGIS [PLD]

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 \$0.01 ⁽¹⁾	01/03/2006		M	20,000	A <u>11</u>	103,328.841	D
Common Shares of Beneficial Interest, par value \$0.01 ⁽²⁾	01/03/2006		F	6,338.672 <u>(2)</u>	D \$ 47.61	96,990.169	D

Edgar Filing: SCHWARTZ JEFFERY H - Form 4

Common
Shares of
Beneficial
Interest, 01/03/2006 M 1,584.319 A (3) 98,574.488 D
par value
\$0.01 (3)

Common
Shares of
Beneficial
Interest, 01/03/2006 F 550.439 (2) D \$ 47.61 98,747 (4) D
par value
\$0.01 (2)

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 required to respond unless the form displays a currently valid OMB control number.

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 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 Number Shares
Performance Share Unit Award <u>(1)</u>	<u>(1)</u>	01/03/2006		M			20,000	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	20,000
Dividend Equivalent Units <u>(3)</u>	<u>(3)</u>	01/03/2006		M			1,584.319	<u>(3)</u>	<u>(3)</u>	Common Shares of Beneficial Interest	1,584.319

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHWARTZ JEFFERY H 14100 E. 35TH PLACE AURORA, CO 80011	X CEO

Signatures

Kate M. Meade, Attorney-in-Fact on behalf of Jeffrey H.
Schwartz

01/05/2006

__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) Automatic conversion of performance share unit award earned on 12/31/03. Units convert into common shares on a 1 for 1 basis.
- (2) Payment of tax liability by reporting person to issuer pursuant to the conversion of performance share unit award and dividend equivalent unit award.

Automatic conversion of dividend equivalent units. Dividend Equivalent Units are earned and accrue on restricted share units and option grants pursuant to the ProLogis 1997 Long-Term Incentive Plan. The rate of vest and the expiration date is the same as the underlying grant. DEUs are converted in common shares on a 1 for 1 basis.
- (3)
- (4) Includes shares acquired through the ProLogis Dividend Reinvestment Plan and ProLogis Employee Share Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.