

PROLOGIS
Form 4
November 17, 2009

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 *
ANTENUCCI TED R

(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)
11/13/2009

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)
Pres. & Chief Investment Officer

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Shares of Beneficial Interest, par value \$0.01 | 11/13/2009 | 11/13/2009 | M | 62,500 | A \$ 6.87 | 81,549.861 | D |
| Common Shares of Beneficial Interest, par value \$.01 | 11/13/2009 | 11/13/2009 | S | 15,000 | D \$ 13.55 | 66,549.861 | D |
| Common Shares of | 11/13/2009 | 11/13/2009 | S | 1,500 | D \$ 13.58 | 65,049.861 | D |

Beneficial Interest, par value \$0.01

Common Shares of Beneficial Interest, par value \$0.01

| | | | | | | | |
|------------|------------|---|-------|---|----------|------------|---|
| 11/13/2009 | 11/13/2009 | S | 3,908 | D | \$ 13.57 | 61,141.861 | D |
|------------|------------|---|-------|---|----------|------------|---|

Common Shares of Beneficial Interest, par value \$0.01

| | | | | | | | |
|------------|------------|---|-----|---|----------|------------|---|
| 11/13/2009 | 11/13/2009 | S | 100 | D | \$ 13.56 | 61,041.861 | D |
|------------|------------|---|-----|---|----------|------------|---|

Common Shares of Beneficial Interest, par value \$0.01

| | | | | | | | |
|------------|------------|---|--------|---|----------|------------|---|
| 11/13/2009 | 11/13/2009 | S | 23,907 | D | \$ 13.54 | 37,134.861 | D |
|------------|------------|---|--------|---|----------|------------|---|

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.

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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 Share |
| Non Qualified Stock Options (1) | \$ 6.87 | 11/13/2009 | 11/13/2009 | M | 62,500 | 11/11/2009 | 11/11/2018 | Common Shares of Beneficial Interest | 62,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| Director | 10% Owner | Officer | Other |
|----------|-----------|--|-------|
| | | Pres. & Chief Investment Officer | |

ANTENUCCI TED R
4545 AIRPORT WAY
DENVER, CO 80239

Signatures

/s/ Kristi Oberson for Ted
Antenucci

11/17/2009

__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) Options vest 25% per year on 11/11/2009, 11/11/2010, 11/11/2011, and 11/11/2012.

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.