

WATSON ROBERT J

Form 4

January 05, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WATSON ROBERT J

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

14100 E. 35TH PLACE

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Pres. of N. America Operations

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

AURORA, CO 80011

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares of Beneficial Interest, par value \$0.01 ⁽¹⁾	01/03/2005		M		16,900	A <u>1</u>	59,030 D
Common Shares of Beneficial Interest, par value \$0.01 ⁽²⁾	01/03/2005		F		5,383.506 <u>(2)</u>	D \$ 42.6	53,646.494 D

Common
Shares of
Beneficial
Interest, 01/03/2005 M 1,627.322 A (3) 55,273.816 D
par value
\$0.01 (3)

Common
Shares of
Beneficial
Interest, 01/03/2005 F 505.772 D \$ 54,768.044 D
par value
\$0.01 (2)

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

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(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>	01/03/2005		M		16,900		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	16,900
Dividend Equivalent Units <u>(3)</u>	<u>(3)</u>	01/03/2005		M		1,627.322		<u>(3)</u>	<u>(3)</u>	Common Shares of Beneficial Interest	1,627.322

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATSON ROBERT J 14100 E. 35TH PLACE AURORA, CO 80011			Pres. of N. America Operations	

Signatures

Kate M. Meade, Attorney-in-fact on behalf of Robert J.
Watson

01/05/2005

__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 12/31/02. 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 stock and option grants

(3) 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.

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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