

LYONS IRVING F III
Form 4
September 16, 2010

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 *
LYONS IRVING F III

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2010

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

DENVER, CO 80239

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Shares of Beneficial Interest, par value \$.01 (1)	09/14/2010	09/14/2010	M		64,686	A	\$ 0
Common Shares of Beneficial Interest, par value \$.01 (2)	09/14/2010	09/14/2010	F		23,727	D	\$ 11.26
							69,661
							45,934
							D
							D

Common Shares of Beneficial Interest, par value \$.01	50,250	I	The Lyons Family Trust
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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 of Number of Shares
Option Dividend Equivalent Units	\$ 0 ⁽¹⁾	09/14/2010	09/14/2010	M	64,686	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	64,686
Deferred Share Units ⁽³⁾	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common Shares of Beneficial Interest	8,924
Phantom Shares ⁽⁴⁾	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Shares of Beneficial Interest	2,191
ProLogis Limited Partnership-I Units	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Shares of Beneficial Interest	176,399

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

LYONS IRVING F III
4545 AIRPORT WAY
DENVER, CO 80239

Signatures

/s/ Kristi Oberson attorney-in-fact for Irving F.
Lyons III

09/16/2010

__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) Reporting exempt conversion into ProLogis common shares of dividend equivalent units (DEUs) in connection with stock options that expired on 9/14/2010. DEUs are settled in ProLogis common shares on a 1-for-1 basis.
- (2) Shares withheld for payment of tax liability associated with the receipt of common shares referenced in footnote (1) above.
Reporting holdings of Deferred Share Units (DSUs). Deferred Share Units are fully vested at grant and are automatically deferred until
- (3) the reporting person ceases to be a trustee, at which time the units convert into ProLogis common shares on a 1-for-1 basis. Balance in column 9 includes dividend equivalent units which are also deferred.
Reporting holdings of phantom shares. Represents trustee fees payable in ProLogis common shares that the reporting person has elected
- (4) to defer into phantom shares. Also includes phantom shares earned through dividend reinvestment related to the phantom shares. Phantom shares are payable in common shares generally upon retirement from the board. Phantom shares are convertible into common shares on a 1-for-1 basis.
- (5) The Lyons Family Trust, of which the reporting person is a trustee, is a limited partner of ProLogis Limited Partnership I. Units of ProLogis Limited Partnership I are exchangeable for ProLogis 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. 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.