

JACKSON LAWRENCE V
Form 4
June 06, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACKSON LAWRENCE V

(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)
06/02/2011

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)

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)
			Code	V	Amount	(D)	Price

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security	Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Unit Dividend Equivalent Units	\$ 0	05/25/2011	05/25/2011	A	145		(1)	(1)	Common Shares of Beneficial Interest	145
Deferred Share Units	\$ 0	06/03/2011	06/03/2011	D		27,011	(2)	(2)	Common Shares of Beneficial Interest	27,011
Phantom Share dividend equivalent units	\$ 0	05/25/2011	05/25/2011	A	149		(3)	(3)	Common Shares of Beneficial Interest	149
Phantom Shares	\$ 0	06/02/2011	06/02/2011	A	924		(4)	(4)	Common Shares of Beneficial Interest	924
Phantom Shares	\$ 0	06/03/2011	06/03/2011	D		22,119	(2)	(2)	Common Shares of Beneficial Interest	22,119

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON LAWRENCE V 4545 AIRPORT WAY DENVER, CO 80239		X		

Signatures

Kristi Oberson attorney in fact for Lawrence Jackson

06/06/2011

__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).

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- (1) Represents Dividend Equivalent Units (DEUs) earned on Deferred Share Units (DSUs). DEUs are accrued on outstanding DSUs and vest upon issuance. Balance in column 9 includes DSUs and DEUs.
- (2) Disposition pursuant to closing of merger between issuer and AMB Property Corporation.
- (3) Represents Dividend Equivalent Units (DEUs) earned on phantom shares. DEUs are accrued on outstanding phantom shares and vest upon issuance. Balance in column 9 includes phantom shares and DEUs.
- (4) Represents trustee fees payable in ProLogis common shares that the reporting person has elected to defer into phantom shares, which vest upon issuance.

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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