PROLOGIS Form SC 13G January 23, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Schedule 13G
Under the Securities Exchange Act of 1934
(New)
PROLOGIS
(Name of Issuer)
INVESTMENT TRUST
(Title of Class of Securities)
743410102
(CUSIP Number)
December 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUS	SIP No. 743410102	
(1	1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities onl	
	BARCLAYS GLOBAL INVESTORS, NA., 943112180	
(a)) Check the appropriate box if a member of a Group*) / /) /X/	
(3)) SEC Use Only	
(4)) Citizenship or Place of Organization U.S.A.	

Number of Shares Beneficially Owned	(5) Sole Voting Power 6,369,321
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power 7,521,785
	(8) Shared Dispositive Power -
<pre>(9) Aggregate Amount Beneficially Owner 7,521,785</pre>	d by Each Reporting Person
(10) Check Box if the Aggregate Amount	in Row (9) Excludes Certain Shares*
<pre>(11) Percent of Class Represented by An</pre>	mount in Row (9)
(12) Type of Reporting Person* BK	
CUSIP No. 743410102	
(1) Names of Reporting Persons. I.R.S. Identification Nos. of	above persons (entities only).
BARCLAYS GLOBAL FUND ADVISORS (2) Check the appropriate box if a memi	ber of a Group*
(a) / / (b) /X/	
(3) SEC Use Only	
(4) Citizenship or Place of Organizati U.S.A.	on
Number of Shares Beneficially Owned	(5) Sole Voting Power 5,474,942
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power 5,476,787
	(8) Shared Dispositive Power -
<pre>(9) Aggregate Amount Beneficially Owner 5,476,787</pre>	d by Each Reporting Person
(10) Check Box if the Aggregate Amount	in Row (9) Excludes Certain Shares*

<pre>(11) Percent of Class Represented by Amo 2.21%</pre>	punt in Row (9)
(12) Type of Reporting Person* IA	
CUSIP No. 743410102	
(1) Names of Reporting Persons. I.R.S. Identification Nos. of ak	bove persons (entities only).
BARCLAYS GLOBAL INVESTORS, LTD	
<pre>(2) Check the appropriate box if a membe (a) / / (b) /X/</pre>	er of a Group*
(3) SEC Use Only	
(4) Citizenship or Place of Organization England	1
Number of Shares Beneficially Owned	(5) Sole Voting Power 742,200
by Each Reporting Person With	(6) Shared Voting Power -
	(7) Sole Dispositive Power 742,200
	(8) Shared Dispositive Power -
(9) Aggregate 742,200	
(10) Check Box if the Aggregate Amount i	In Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amc 0.30%	ount in Row (9)
(12) Type of Reporting Person* BK	
CUSIP No. 743410102	
<pre>(1) Names of Reporting Persons. I.R.S. Identification Nos. of ak</pre>	pove persons (entities only).

BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED

_____ (2) Check the appropriate box if a member of a Group* (a) / / (b) /X/ _____ _____ (3) SEC Use Only _____ (4) Citizenship or Place of Organization Japan _____ Number of Shares (5) Sole Voting Power 244,898 Beneficially Owned by Each Reporting _____ _____ Person With (6) Shared Voting Power _____ (7) Sole Dispositive Power 244,898 _____ (8) Shared Dispositive Power _____ (9) Aggregate 244,898 _____ (10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* _____ (11) Percent of Class Represented by Amount in Row (9) 0.10% _____ (12) Type of Reporting Person* BK _____ CUSIP No. 743410102 _____ _____ (1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). BARCLAYS GLOBAL INVESTORS JAPAN LIMITED _____ (2) Check the appropriate box if a member of a Group* (a) / / (b) /X/ _____ _____ (3) SEC Use Only _____ (4) Citizenship or Place of Organization Japan _____ _____ Number of Shares (5) Sole Voting Power Beneficially Owned 109,166 _____ by Each Reporting Person With (6) Shared Voting Power

				(7)		ispositive Power 9,166
				(8)	Shared -	Dispositive Power
(9) 2	Aggregate 109,166					
(10)	Check Box :	if the Ad	ggregate Amount in Rc	ow (9) E	xcludes	Certain Shares*
(11)	Percent of 0.04%	Class Re	epresented by Amount	in Row	(9)	
(12)	Type of Rep IA	porting 1	Person*			
ITEM	1(A).	NAME OF PROLOGI:				
ITEM	1(B).	4545 AI	OF ISSUER'S PRINCIPA RPORT WAY CO 80239	L EXECU	TIVE OF	FICES
ITEM	2(A).	NAME OF	PERSON(S) FILING BARCLAYS GLOBAL INVE	STORS,	NA	
ITEM	2(B).	ADDRESS	OF PRINCIPAL BUSINES 45 Fremont Street San Francisc			F NONE, RESIDENCE
ITEM	2(C).					
ITEM	2(D).	TITLE O	F CLASS OF SECURITIES INVESTMENT TRUST	;		
ITEM	2(E).	CUSIP N	JMBER 743410102			
	3D-2(B), CH	ECK WHET	STATEMENT IS FILED F HER THE PERSON FILING	G IS A		
	(15 U.S	.C. 780)	r registered under Se in section 3(a) (6)			
	(15 U.S	.C. 78c)				
(e) ,	Company // Investme	Act of a ent Advis	any registered under 1940 (15 U.S.C. 80a-8 ser in accordance wit	3). Th secti	on 240.1	l3d(b)(1)(ii)(E).
	240.13d	-1(b)(1)				
(g) ,		-	Company or control pe (ii)(G).	erson in	accorda	ance with section

(i) // A c com (15	Turance Act (12 U.S.C. 1813). Thurch plan that is excluded from the definition of an investment apany under section 3(c)(14) of the Investment Company Act of 1940 U.S.C. 80a-3). Thup, in accordance with section 240.13d-1(b)(1)(ii)(J)
	ap, in accordance with coordin interaction in (2, (1, (1, (0,
ITEM 1(A). PRC	NAME OF ISSUER DLOGIS
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 4545 AIRPORT WAY DENVER CO 80239
ITEM 2(A).	NAME OF PERSON(S) FILING BARCLAYS GLOBAL FUND ADVISORS
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 45 Fremont Street San Francisco, CA 94105
ITEM 2(C).	CITIZENSHIP U.S.A
ITEM 2(D).	TITLE OF CLASS OF SECURITIES INVESTMENT TRUST
ITEM 2(E).	CUSIP NUMBER 743410102
ITEM 3. OR 13D-2(B) (a) // Bro	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), , CHECK WHETHER THE PERSON FILING IS A ker or Dealer registered under Section 15 of the Act
(b) // Ban	U.S.C. 780). k as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). surance Company as defined in section 3(a) (19) of the Act
(15	U.S.C. 78c). restment Company registered under section 8 of the Investment
	<pre>upany Act of 1940 (15 U.S.C. 80a-8). restment Adviser in accordance with section 240.13d(b)(1)(ii)(E).</pre>
(f) // Emp	ployee Benefit Plan or endowment fund in accordance with section 1.13d-1(b)(1)(ii)(F).
-	ent Holding Company or control person in accordance with section
(h) // A s	.13d-1(b)(1)(ii)(G). avings association as defined in section 3(b) of the Federal Deposit
(i) // A c com	Turance Act (12 U.S.C. 1813). Thurch plan that is excluded from the definition of an investment Tapany under section 3(c)(14) of the Investment Company Act of 1940 TU.S.C. 80a-3).
	Sup, in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A).	NAME OF ISSUER PROLOGIS
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 4545 AIRPORT WAY DENVER CO 80239
ITEM 2(A).	NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS, LTD

ITEM 2(B)). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Murray House 1 Royal Mint Court LONDON, EC3N 4HH
ITEM 2(C). CITIZENSHIP England
ITEM 2(D)). TITLE OF CLASS OF SECURITIES INVESTMENT TRUST
ITEM 2(E)). CUSIP NUMBER 743410102
	IF THIS STATEMENT IS FILED PURSUANT TO RULES $13D-1(B)$, (B), CHECK WHETHER THE PERSON FILING IS A
	Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
(b) /X/ 1 (c) // 2	Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). Insurance Company as defined in section 3(a) (19) of the Act
(d) //	(15 U.S.C. 78c). Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
	Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
	Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
(g) //]	Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
	A savings association as defined in section 3(b) of the Federal Deposit
(i) // 2	Insurance Act (12 U.S.C. 1813). A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
(j) // (Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A)). NAME OF ISSUER PROLOGIS
ITEM 1(B)). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 4545 AIRPORT WAY DENVER CO 80239
). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED
ITEM 2(B)). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan
ITEM 2(C). CITIZENSHIP Japan
ITEM 2(D)). TITLE OF CLASS OF SECURITIES INVESTMENT TRUST
ITEM 2(E). CUSIP NUMBER 743410102
OR 13D-2	IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), (B), CHECK WHETHER THE PERSON FILING IS A Broker or Dealer registered under Section 15 of the Act

(b) /X/ Bank a	S.C. 78o). s defined in section 3(a) (6) of the Act (15 U.S.C. 78c). nce Company as defined in section 3(a) (19) of the Act
(d) // Invest	S.C. 78c). ment Company registered under section 8 of the Investment
<pre>(e) // Investi (f) // Employ</pre>	y Act of 1940 (15 U.S.C. 80a-8). ment Adviser in accordance with section 240.13d(b)(1)(ii)(E). ee Benefit Plan or endowment fund in accordance with section d-1(b)(1)(ii)(F).
(g) // Parent	Holding Company or control person in accordance with section d-1(b)(1)(ii)(G).
(h) // A savi	ngs association as defined in section 3(b) of the Federal Deposit nce Act (12 U.S.C. 1813).
(i) // A chur company	ch plan that is excluded from the definition of an investment y under section 3(c)(14) of the Investment Company Act of 1940 .C. 80a-3).
	in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A).	NAME OF ISSUER PROLOGIS
ITEM 1(B).	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 4545 AIRPORT WAY DENVER CO 80239
. ,	NAME OF PERSON(S) FILING YS GLOBAL INVESTORS JAPAN LIMITED
ITEM 2(B).	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku
	Tokyo 150-8402 Japan
ITEM 2(C).	
	CITIZENSHIP
	CITIZENSHIP Japan TITLE OF CLASS OF SECURITIES INVESTMENT TRUST
ITEM 2(D). ITEM 2(E). ITEM 3. OR 13D-2(B), CI (a) // Broker	CITIZENSHIP Japan TITLE OF CLASS OF SECURITIES INVESTMENT TRUST CUSIP NUMBER
ITEM 2(D). ITEM 2(E). ITEM 3. OR 13D-2(B), Cl (a) // Broker (15 U.3 (b) // Bank as (c) // Insuras	CITIZENSHIP Japan TITLE OF CLASS OF SECURITIES INVESTMENT TRUST CUSIP NUMBER 743410102 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), HECK WHETHER THE PERSON FILING IS A or Dealer registered under Section 15 of the Act S.C. 780). s defined in section 3(a) (6) of the Act (15 U.S.C. 78c). nce Company as defined in section 3(a) (19) of the Act
ITEM 2(D). ITEM 2(E). ITEM 3. OR 13D-2(B), Cl (a) // Broker (15 U.; (b) // Bank a: (c) // Insurat (15 U.; (d) // Invest	CITIZENSHIP Japan TITLE OF CLASS OF SECURITIES INVESTMENT TRUST CUSIP NUMBER 743410102 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), HECK WHETHER THE PERSON FILING IS A or Dealer registered under Section 15 of the Act S.C. 780). s defined in section 3(a) (6) of the Act (15 U.S.C. 78c). nce Company as defined in section 3(a) (19) of the Act S.C. 78c). ment Company registered under section 8 of the Investment
ITEM 2(D). ITEM 2(E). ITEM 3. OR 13D-2(B), Cl (a) // Broker (15 U.; (b) // Bank a; (c) // Insurat (15 U.; (d) // Investr Company (e) /X/ Investr (f) // Employer	CITIZENSHIP Japan TITLE OF CLASS OF SECURITIES INVESTMENT TRUST CUSIP NUMBER 743410102 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), HECK WHETHER THE PERSON FILING IS A or Dealer registered under Section 15 of the Act S.C. 780). s defined in section 3(a) (6) of the Act (15 U.S.C. 78c). nce Company as defined in section 3(a) (19) of the Act S.C. 78c).
ITEM 2(D). ITEM 2(E). ITEM 3. OR 13D-2(B), Cl (a) // Broker (15 U.3) (b) // Bank a: (c) // Insuration (c) // Investion (d) // Investion (e) /X/ Investion (f) // Employa 240.133 (g) // Parent	CITIZENSHIP Japan TITLE OF CLASS OF SECURITIES INVESTMENT TRUST CUSIP NUMBER 743410102 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), HECK WHETHER THE PERSON FILING IS A or Dealer registered under Section 15 of the Act S.C. 780). s defined in section 3(a) (6) of the Act (15 U.S.C. 78c). nce Company as defined in section 3(a) (19) of the Act S.C. 78c). ment Company registered under section 8 of the Investment y Act of 1940 (15 U.S.C. 80a-8). ment Adviser in accordance with section 240.13d(b) (1) (ii) (E). ee Benefit Plan or endowment fund in accordance with section d-1(b) (1) (ii) (F). Holding Company or control person in accordance with section
ITEM 2(D). ITEM 2(E). ITEM 3. OR 13D-2(B), Cl (a) // Broker (15 U.3) (b) // Bank a: (c) // Insuration (c) // Investrice (d) // Investrice (d) // Investrice (f) // Employe 240.130 (g) // Parent 240.130 (h) // A savis	CITIZENSHIP Japan TITLE OF CLASS OF SECURITIES INVESTMENT TRUST CUSIP NUMBER 743410102 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), HECK WHETHER THE PERSON FILING IS A or Dealer registered under Section 15 of the Act S.C. 780). s defined in section 3(a) (6) of the Act (15 U.S.C. 78c). nce Company as defined in section 3(a) (19) of the Act S.C. 78c). ment Company registered under section 8 of the Investment y Act of 1940 (15 U.S.C. 80a-8). ment Adviser in accordance with section 240.13d(b)(1)(ii)(E). ee Benefit Plan or endowment fund in accordance with section d-1(b)(1)(ii)(F). Holding Company or control person in accordance with section d-1(b)(1)(ii)(G).
<pre>ITEM 2(D). ITEM 2(E). ITEM 3. OR 13D-2(B), Cl (a) // Broker</pre>	CITIZENSHIP Japan TITLE OF CLASS OF SECURITIES INVESTMENT TRUST CUSIP NUMBER 743410102 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), HECK WHETHER THE PERSON FILING IS A or Dealer registered under Section 15 of the Act S.C. 780). s defined in section 3(a) (6) of the Act (15 U.S.C. 78c). nce Company as defined in section 3(a) (19) of the Act S.C. 78c). ment Company registered under section 8 of the Investment y Act of 1940 (15 U.S.C. 80a-8). ment Adviser in accordance with section 240.13d(b)(1)(ii)(E). ee Benefit Plan or endowment fund in accordance with section d-1(b)(1)(ii)(F). Holding Company or control person in accordance with section d-1(b)(1)(ii)(G).

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 14,094,836 _____ (b) Percent of Class: 5.69% _____ _____ (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote 12,940,527 _____ shared power to vote or to direct the vote (ii) _____ (iii) sole power to dispose or to direct the disposition of 14,094,836 _____ _____ (iv) shared power to dispose or to direct the disposition of _ _____ ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. // ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above. ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY Not applicable ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable ITEM 9. NOTICE OF DISSOLUTION OF GROUP Not applicable

ITEM 10. CERTIFICATION

(a) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 31, 2007

Date

Signature

Robert J. Kamai

Principal

Name/Title