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PROLOGIS Form 4								
May 31, 200	6							
FORM		OMB APPROVAL						
	UNITED			AND EXCHANGE a, D.C. 20549	COMMISSION	OMB Number:	3235-0287	
Check th if no long		WNERSHIP OF	Expires:	January 31, 2005				
subject to Section 1 Form 4 o	6.	IENT OF CIL	RITIES	WINERSHIL OF	Estimated burden hou	urs per		
Form 5 obligatio may cont See Instru 1(b).	Filed pur ns Section 17(a) of the Public	Utility Ho	he Securities Excha lding Company Act t Company Act of 1	of 1935 or Section	response on	. 0.5	
(Print or Type I	Responses)							
1. Name and Address of Reporting Person <u>*</u> BROOKSHER K DANE			suer Name an ol LOGIS [PL	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (e of Earliest T	-	(Che	ck all applicabl	e)	
4545 AIRPORT WAY			h/Day/Year) 5/2006		X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			Amendment, D	-	6. Individual or Joint/Group Filing(Check			
DENVER, CO 80239			Month/Day/Yea	ai)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T	able I - Non-	Derivative Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code c) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Dor	ort on a congrata line	for each class of		eficially owned directly	or indirectly			
Kennider: Kep	ort on a separate line		ocurrues dene	Persons who res information cont required to resp	spond to the collectained in this form ond unless the for ntly valid OMB col	are not m	SEC 1474 (9-02)	

number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr

Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)							
		Code V	(A) (E) Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Deferred Share $\$ 0 (1) = 05/2$ Units (1)	6/2006	А	1,008	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	1,008			
Reporting Owners										
Reporting Owner Name / Addres	Relations	ships								
Reporting Owner Wanter Address	Director 10% Owner	Officer Oth	ier							
BROOKSHER K DANE 4545 AIRPORT WAY DENVER, CO 80239	Х									
Signatures										
Kate M. Meade, Attorney-in-Fact on behalf of K. Dane Brooksher				/31/2006						
**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) The deferred share units are deferred until the reporting person is no longer providing services to ProLogis at which time the deferred share units will be converted on a 1-to-1 basis into common shares and distributed to the reporting person.

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.