#### **NEKRITZ EDWARD S**

Form 4

January 03, 2007

## 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

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(b).

1. Name and Address of Reporting Person \*

**NEKRITZ EDWARD S** 

(First) (Middle)

(Last)

(State)

(Month/Day/Year)

4545 AIRPORT WAY

(Street)

DENVER, CO 80239

(City)

1. Title of

Security

(Instr. 3)

Symbol

PROLOGIS [PLD]

12/31/2006

4. If Amendment, Date Original

(Zip)

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Month/Day/Year)

(Instr. 3, 4 and 5)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

**Underlying Securities** (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) Managing Director & Secretary

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Director

Applicable Line)

X\_ Officer (give title

Estimated average

burden hours per

7. Title and Amount of

De

Se

#### Edgar Filing: NEKRITZ EDWARD S - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed (D) (Instr. 3, and 5)		d of					(	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units	<u>(1)</u>	12/31/2006		A		3,214		<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	3,214	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NEKRITZ EDWARD S 4545 AIRPORT WAY DENVER, CO 80239

Managing Director & Secretary

## **Signatures**

/s/ Kate M. Meade, Attorney-in-Fact on behalf of Edward S. Nekritz

01/03/2007

\*\*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).
  - Dividend Equivalent Units are earned and accrued on performance share units, restricted share units and options granted pursuant to the
- (1) Long-Term Incentive Plan. The rate of vest and the expiration date is the same as the underlying grant. DEUs are converted into 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.

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