

PROLOGIS

Form 4

March 17, 2006

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 *
STENSBY KENNETH N

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)
03/15/2006

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

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

DENVER, CO 80239

(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 Indirect Ownership (Instr. 4)
Common Shares of Beneficial Interest, par value \$0.01	03/15/2006		M	5,000 A \$ 19.75	5,019	D	
Common Shares of Beneficial Interest, par value \$0.01	03/15/2006		M	5,000 A \$ 20.75	10,019	D	

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Common Shares of Beneficial Interest, par value \$0.01	03/15/2006	M	5,000	A	\$ 20.8	15,019	D
Common Shares of Beneficial Interest, par value \$0.01	03/15/2006	M	3,750	A	\$ 24.47	18,769	D
Common Shares of Beneficial Interest, par value \$0.01	03/15/2006	M	5,000	A	\$ 27.56	23,769	D
Common Shares of Beneficial Interest, par value \$0.01	03/15/2006	M	4,864	A	<u>(1)</u>	28,633	D
Common Shares of Beneficial Interest, par value \$0.01	03/15/2006	S	28,614	D	\$ 54.2091	19	D

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.

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 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)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
			Code	V	(A)	(D)				
Options Right-to-buy	\$ 19.75	03/15/2006	M			5,000	<u>(2)</u>	06/24/2009	Common Shares of Beneficial Interest	5,000
Options Right-to-buy	\$ 20.75	03/15/2006	M			5,000	<u>(3)</u>	05/18/2010	Common Shares of Beneficial Interest	5,000
Options Right-to-buy	\$ 20.8	03/15/2006	M			5,000	<u>(4)</u>	05/17/2011	Common Shares of Beneficial Interest	5,000
Options Right-to-buy	\$ 24.47	03/15/2006	M			3,750	<u>(5)</u>	06/12/2012	Common Shares of Beneficial Interest	3,750
Options Right-to-buy	\$ 27.56	03/15/2006	M			5,000	05/20/2003	05/20/2013	Common Shares of Beneficial Interest	5,000
Dividend Equivalent Units	<u>(1)</u>	03/15/2006	M			4,864	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	4,864

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STENSBY KENNETH N 4545 AIRPORT WAY DENVER, CO 80239	X			

Signatures

Kate M. Meade, Attorney-in-Fact on behalf of Kenneth N. Stensby

03/17/2006

 **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) Dividend Equivalent Units are earned and accrued on options pursuant to the Outside Trustee Option Plans. 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.
- (2) Option vest 25% per year beginning on 6/24/00.
- (3) Option vest 25% per year beginning on 5/18/01.
- (4) Option vest 25% per year beginning on 5/17/02.
- (5) Option vest 25% per year beginning on 6/12/03.

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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