

PROLOGIS

Form 3

April 02, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION****Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

SULLIVAN WILLIAM E

(Last) (First) (Middle)

4545 AIRPORT WAY

(Street)

DENVER, CO 80239

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/26/2007

3. Issuer Name and Ticker or Trading Symbol  
PROLOGIS [PLD]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
☒ Officer      \_\_\_\_ Other  
 (give title below) (specify below)  
 CFO

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
 Form:  
 Direct (D)  
 or Indirect  
 (I)  
 (Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date      Expiration  
 Exercisable      Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title      Amount or  
 Number of  
 Shares

4. Conversion  
 or Exercise  
 Price of  
 Derivative  
 Security

5. Ownership  
 Form of  
 Derivative  
 Security:  
 Direct (D)  
 or Indirect  
 (I)  
 (Instr. 5)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

# Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SULLIVAN WILLIAM E<br>4545 AIRPORT WAY<br>DENVER, CO 80239 | Â             | Â         | Â CFO   | Â     |

## Signatures

/s/ Kate M. Meade, Attorney-in-Fact on behalf of William E. Sullivan

03/27/2007

Signature of Reporting Person

Date

## Explanation of Responses:

### No securities are beneficially owned

\* If the form is filed by more than one reporting person, *see* Instruction 5(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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### Remarks:

No securities are beneficially owned.

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.