

RAKOWICH WALTER C
Form 4
January 05, 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 *
RAKOWICH WALTER C

2. Issuer Name and Ticker or Trading Symbol
PROLOGIS [PLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
14100 E. 35TH PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

AURORA, CO 80011

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

(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 Beneficial Ownership (Instr. 4)
Common Shares of Beneficial Interest, par value \$0.01 ⁽¹⁾	12/06/2005		G V	3,050	D <u>(1)</u> 70,330.805	D	
Common Shares of Beneficial Interest, par value \$0.01 ⁽²⁾	01/03/2006		M	18,000	A <u>(2)</u> 88,330.805	D	

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Common Shares of Beneficial Interest, par value \$0.01 ⁽³⁾
 01/03/2006 F 5,717.072⁽³⁾ D \$ 47.61 82,613.733 D

Common Shares of Beneficial Interest, par value \$0.01 ⁽⁴⁾
 01/03/2006 M 5,876.62 A (4) 88,490.353 D

Common Shares of Beneficial Interest, par value \$0.01 ⁽³⁾
 01/03/2006 F 2,113.716⁽³⁾ D \$ 47.61 (5) 87,090.367 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.

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(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)	Amount Number Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Performance Share Unit Award ⁽²⁾	<u>(2)</u>	01/03/2006		M	18,000	<u>(2)</u> <u>(2)</u>	Common Shares of Beneficial Interest	18,000
Dividend Equivalent Units ⁽⁴⁾	<u>(4)</u>	01/03/2006		M	5,876.62	<u>(4)</u> <u>(4)</u>	Common Shares of Beneficial Interest	5,876

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAKOWICH WALTER C 14100 E. 35TH PLACE AURORA, CO 80011	X		President & COO	

Signatures

Kate M. Meade, Attorney-in-Fact on behalf of Walter C.
Rakowich

01/05/2006

__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) Shares gifted to various non-profit organizations.
- (2) Automatic conversion of performance share unit award earned on 12/31/03. Units convert into common shares on a 1 for 1 basis.
- (3) Payment of tax liability by reporting person to issuer pursuant to the conversion of performance share unit award, restricted share unit award and dividend equivalent unit award.
Automatic conversion of dividend equivalent units. Dividend Equivalent Units are earned and accrue on restricted share units and option grants pursuant to the ProLogis 1997 Long-Term Incentive Plan. The rate of vest and the expiration date is the same as the underlying grant. DEUs are converted in common shares on a 1 for 1 basis.
- (4) Includes shares acquired through the ProLogis Dividend Reinvestment Plan and the ProLogis Employee Share Purchase Plan. Mr. Rakowich holds 82,970 of these shares through the Rakowich Family Trust of which Mr. Rakowich is Trustee.

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.