

FEINBERG STEPHEN L
 Form 4
 May 20, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 FEINBERG STEPHEN L

(Last) (First) (Middle)

4545 AIRPORT WAY

(Street)

DENVER, CO 80239

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Shares of Beneficial Interest, par value \$.01 (1)	05/18/2010	05/18/2010	M	3,088 A \$ 0	15,088	I	In Trust
Common Shares of Beneficial Interest, par value \$.01					50,000	I	See footnote (2)
Common					40,000	I	See

Shares of
Beneficial
Interest, par
value \$.01

footnote ⁽³⁾

Common
Shares of
Beneficial
Interest, par
value \$.01

77,552 D

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

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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)	8. Amount or Number of Shares
Deferred Share Units	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Common Shares of Beneficial Interest	<u>(4)</u>
Option Dividend Equivalent Units	\$ 0 <u>(5)</u>	05/18/2010	05/18/2010	M	3,088	<u>(5)</u> <u>(5)</u>	Common Shares of Beneficial Interest	3,088 <u>(5)</u>
Phantom Shares	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	Common Shares of Beneficial Interest	<u>(6)</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FEINBERG STEPHEN L
4545 AIRPORT WAY X
DENVER, CO 80239

Signatures

/s/ Kristi Oberson, attorney-in-fact for Stephen
Feinberg

05/20/2010

__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) Feinberg - Reporting conversion into ProLogis common shares of dividend equivalent units (DEUs) earned on options that expired 5/18/2010.
- (2) Shares held by Dorsar Partners, LP, of which Mr. Feinberg may be deemed to share investment and voting power.
- (3) Shares held by Dorsar Investment Company, of which Mr. Feinberg may be deemed to share investment and voting power.

- Reporting holdings of Deferred Share Units (DSUs). Deferred Share Units are fully vested at grant and are automatically deferred until
- (4) the reporting person ceases to be a trustee, at which time the units convert into ProLogis common shares on a 1-for-1 basis. Balance in column 9 includes dividend equivalent units which are also deferred.

- Feinberg - Reporting conversion into ProLogis common shares of dividend equivalent units (DEUs) earned on 5,000 options that expired 5/18/2010. Balance in column nine includes holdings of 5,000 fully vested non-qualified stock options with an exercise price of \$20.80 expiring 5/17/2011 and 2,588 related Dividend Equivalent Units which are paid in common shares on a 1-for-1 basis upon exercise or at expiration of the underlying options.
- (5)

- Reporting holdings of phantom shares. Represents trustee fees payable in ProLogis common shares that the filer has elected to defer into phantom shares. Also includes phantom shares earned through dividend reinvestment related to the phantom shares. Phantom shares are payable in common shares generally upon retirement from the board. Phantom shares are convertible into common shares on a 1-to-1 basis.
- (6)

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.