

NEKRITZ EDWARD S

Form 4

January 05, 2005

**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*  
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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEKRITZ EDWARD S

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2005

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

Managing Director &amp; Secretary

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

AURORA, CO 80011

(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 <sup>(1)</sup>	01/03/2005		M	6,600	A <u>1</u>	23,361.184	D
Common Shares of Beneficial Interest, par value \$0.01 <sup>(2)</sup>	01/03/2005		F	2,182.266 <u>(2)</u>	D \$ 42.6	21,178.918	D

Common  
Shares of  
Beneficial  
Interest,  
par value  
\$0.01 <sup>(3)</sup>

01/03/2005 M 1,711.171 A (3) 22,890.089 D

Common  
Shares of  
Beneficial  
Interest,  
par value  
\$0.01 <sup>(2)</sup>

01/03/2005 F 531.832 (2) D \$ 42.6 (4) 22,510.029 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Performance Share Unit Award <u>(1)</u>	<u>(1)</u>	01/03/2005		M	6,600	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest	6,600
Dividend Equivalent Units <u>(3)</u>	<u>(3)</u>	01/03/2005		M	1,711.171	<u>(3)</u>	<u>(3)</u>	Common Shares of Beneficial Interest	1,711.171

## Reporting Owners

Reporting Owner Name / Address	Relationships
NEKRITZ EDWARD S 14100 E. 35TH PLACE AURORA, CO 80011	Director 10% Owner Officer Other Managing Director & Secretary

## Signatures

Kate M. Meade, Attorney-in-fact on behalf of Edward S.  
Nekritz

01/05/2005

\_\_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) Automatic conversion of performance share unit award earned on 12/31/02. Units convert into common shares on a 1 for 1 basis.
- (2) Payment of tax liability by reporting person to issuer pursuant to the conversion of performance share unit award and dividend equivalent unit award.  
  
Automatic conversion of dividend equivalent units. Dividend Equivalent Units are earned and accrue on restricted stock 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.
- (3)
- (4) Includes shares acquired through the ProLogis Dividend Reinvestment Plan.

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.