

Palazzolo Lori A
Form 3
January 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated 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 *

Palazzolo Lori A

(Last) (First) (Middle)

4545 AIRPORT WAY

(Street)

DENVER, CO 80239

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2011

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)
SVP Chief Accounting Officer

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)

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

8,226

D

^

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)

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

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

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

Edgar Filing: Palazzolo Lori A - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Share Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Shares of Beneficial Interest	4,000	\$ 0	D	Â
Restricted Share Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Shares of Beneficial Interest	2,475	\$ 0	D	Â
Dividend Equivalent Units	Â <u>(3)</u>	Â <u>(3)</u>	Common Shares of Beneficial Interest	106	\$ 0	D	Â
Restricted Share Units	Â <u>(4)</u>	Â <u>(4)</u>	Common Shares of Beneficial Interest	55	\$ 0	D	Â
Dividend Equivalent Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Shares of Beneficial Interest	7	\$ 0	D	Â
Restricted Share Units	Â <u>(6)</u>	Â <u>(6)</u>	Common Shares of Beneficial Interest	1,650	\$ 0	D	Â
Dividend Equivalent Units	Â <u>(7)</u>	Â <u>(7)</u>	Common Shares of Beneficial Interest	230	\$ 0	D	Â
Restricted Share Units	Â <u>(8)</u>	Â <u>(8)</u>	Common Shares of Beneficial Interest	431	\$ 0	D	Â
Restricted Share Units	Â <u>(9)</u>	Â <u>(9)</u>	Common Shares of Beneficial Interest	32	\$ 0	D	Â
Restricted Share Units	Â <u>(10)</u>	Â <u>(10)</u>	Common Shares of Beneficial Interest	32	\$ 0	D	Â
Restricted Share Units	Â <u>(11)</u>	Â <u>(11)</u>	Common Shares of Beneficial	35	\$ 0	D	Â

Interest

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palazzolo Lori A 4545 AIRPORT WAY DENVER, CO 80239	Å	Å	Å SVP Chief Accounting Officer	Å

Signatures

Kristi Oberson, attorney in fact for Lori
Palazzolo

01/10/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Restricted Share Units (RSUs) granted January 28, 2010 that vest 34% on Jan. 28, 2011 and 33% on each of Jan. 28, 2012 and Jan. 28, 2013. The RSUs convert into ProLogis common shares upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
 - (2) RSUs granted February 27, 2009 that vest on December 31, 2011. The RSUs convert into ProLogis common shares upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
 - (3) Dividend Equivalent Units (DEUs) earned on RSUs granted February 27, 2009. They vest in accordance with the underlying grant and are payable in common stock on a 1-for-1 basis. DEUs have no exercise price or expiration date.
 - (4) RSUs granted December 18, 2007 that vest on December 18, 2011. The RSUs convert into ProLogis common shares upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
 - (5) DEUs earned on RSUs granted December 18, 2007. They vest in accordance with the RSUs referenced in footnote (4) and are payable in common stock on a 1-for-1 basis. DEUs have no exercise price or expiration date.
 - (6) RSUs granted December 18, 2007 that vest on December 31, 2011. The RSUs convert into ProLogis common shares upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
 - (7) DEUs earned on RSUs granted December 18, 2007. They vest in accordance with the RSUs referenced in footnote (6) and are payable in common stock on a 1-for-1 basis. DEUs have no exercise price or expiration date.
 - (8) RSUs granted July 9, 2010 that vest 50% on each of July 9, 2011 and July 9, 2012. The RSUs convert into ProLogis common shares upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
 - (9) RSUs granted July 9, 2010 that vest 50% on each of December 18, 2011 and December 18, 2012. The RSUs convert into ProLogis common shares upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
 - (10) RSUs granted July 9, 2010 that vest 50% on each of December 18, 2012 and December 18, 2013. The RSUs convert into ProLogis common shares upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
 - (11) RSUs granted July 9, 2010 that vest 50% on each of December 21, 2011 and December 21, 2012. The RSUs convert into ProLogis common shares upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.

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.