

FEINBERG STEPHEN L

Form 4

October 02, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 L2. Issuer Name **and** Ticker or Trading  
Symbol  
PROLOGIS [PLD]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

4545 AIRPORT WAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2008☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)

DENVER, CO 80239

☒ 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<br>Security<br>(Instr. 3)         | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---|---|---|---|--|--|--|---|
| Common<br>Shares of<br>Beneficial<br>Interest |   |   |   | (A)<br>or<br>(D)   |  |  |   |
|   |   |   | Code                                    | V  | Amount   |  | Price                                   |
|   |   |   |   |  | 72,760   | D  |   |
| Common<br>Shares of<br>Beneficial<br>Interest |   |   |   |  | 50,000   | I  | See<br>footnote <sup>(1)</sup>          |
| Common<br>Shares of<br>Beneficial<br>Interest |   |   |   |  | 40,000   | I  | See<br>footnote <sup>(2)</sup>          |

Common  
Shares of  
Beneficial  
Interest

12,000

I

In Trust

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|----------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock                                    | \$ 41.27  | 09/30/2008                              |   | A                                       |   | 666.344  |     | (3)   | (3)                | Common<br>Stock | 666.344                          |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| FEINBERG STEPHEN L<br>4545 AIRPORT WAY<br>DENVER, CO 80239 | X   |

## Signatures

Erin McMahon, Attorney-in-Fact on behalf of Stephen L. Feinberg

10/02/2008

\_\_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 held by Dorsar Partners, LP, of which Mr. Feinberg may be deemed to share investment and voting power.
- (2) Shares held by Dorsar Investment Company, of which Mr. Feinberg may be deemed to share investment and voting power.
- (3) Represents trustee fees and dividend reinvestment deferred into phantom stock. Phantom stock is payable in stock at the election of the reporting person, and is convertible into common shares on a 1-to-1 basis.

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(4) Total includes 21,243 Phantom Shares, 15,000 options, 6,270 Deferred Share Units and 6,396 associated dividend equivalent units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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