

LYONS IRVING F III

Form 4

June 08, 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 *
LYONS IRVING F III

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

47775 FREMONT BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2006

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

Former Director

(Street)

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

FREMONT, CA 94538

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares of Beneficial Interest, par value \$0.01	06/06/2006		M	1,215 A ①	135,068	D	
Common Shares of Beneficial Interest, par value \$0.01	06/06/2006		M	21.631 A ②	135,090 ③	D	

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

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Deferred Share Units	<u>(1)</u>	06/06/2006		M	1,215	<u>(1)</u> <u>(1)</u>	Common Shares of Beneficial Interest	1,215
Dividend Equivalent Units	<u>(2)</u>	06/06/2006		M	21.631	<u>(2)</u> <u>(2)</u>	Common Shares of Beneficial Interest	21.631

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LYONS IRVING F III 47775 FREMONT BLVD. FREMONT, CA 94538	Former Director

Signatures

Kate M. Meade, Attorney-in-Fact on behalf of Irving F. Lyons, III 06/08/2006

__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) The deferred share units are deferred until the reporting person is no longer providing services to ProLogis at which time the deferred share units will be converted on a 1-to-1 basis into common shares and distributed to the reporting person.
- (2) Dividend Equivalent Units are earned and accrued on deferred share units pursuant to the Outside Trustee Option Plans. The rate of vest and the expiration date is the same as the underlying grant. DEUs are converted into common shares on a 1 for 1 basis.

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(3) Mr. Lyons holds 129,314 of these shares through the Lyons Family Trust of which Mr. Lyons 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.

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