

PROLOGIS  
Form S-8 POS  
August 04, 2011

As filed with the Securities and Exchange Commission on August 4, 2011

File No. 333-70274

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO.1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**Under**  
**THE SECURITIES ACT OF 1933**

**PROLOGIS**

(Exact name of registrant as specified in its charter)

**MARYLAND**

(State or other jurisdiction  
of incorporation or organization)

**74-2604728**

(I.R.S. Employer Identification No.)

**Pier 1, Bay 1**

**San Francisco, California**

(Address of principal executive offices)

**94111**

(Zip Code)

Registrant's telephone number, including area code:

**(415) 394-9000**

**PROLOGIS**

**EMPLOYEE SHARE PURCHASE PLAN**

(Full title of the plan)

**Edward S. Nekritz**

**Secretary**

**4545 Airport Way**

**Denver, Colorado 80239**

**(303) 567-5000**

(Agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated  
filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller reporting  
company)

**DEREGISTRATION OF SECURITIES**

Prologis, a Maryland real estate investment trust (the Company ), hereby amends this Registration Statement on Form S-8 for the purpose of removing from registration hereunder 4,291,562 of its common shares of beneficial interest, par value \$0.01 per share (the Shares ). The Company has terminated its offering under the Prologis Employee Share Purchase Plan. In connection with the offering, the Company issued a total of 708,438 Shares. Therefore, the Company is, by this post-effective amendment, removing from registration the remaining 4,291,562 Shares registered but which were not issued.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Prologis certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Denver, State of Colorado, on August 4, 2011.

**PROLOGIS**

By: /s/ Michael T. Blair

Name: Michael T. Blair

Title: Managing Director and Deputy General Counsel