

PROLOGIS  
Form 15-15D  
January 12, 2004

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

**FORM 15**

Certification and Notice of Termination of Registration under Section 12(g) of the Securities Exchange Act of 1934 or Suspension of Duty to File Reports Under Sections 13 and 15(d) of the Securities Exchange Act of 1934

Commission File Number 001-12846

**PROLOGIS**

(Exact name of registrant as specified in its charter)

**14100 East 35<sup>th</sup> Place  
Aurora, Colorado 80011  
(303) 375-9292**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Series D Cumulative Redeemable Preferred Shares of Beneficial Interest**

(Title of each class of securities covered by this Form)

**Common Shares of Beneficial Interest, par value \$0.01 per share; Series C Cumulative Redeemable Preferred Shares of Beneficial Interest; Series A Junior Participating Preferred Shares**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 15d-6	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>		

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, ProLogis has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: January 12, 2004

PROLOGIS

By: /s/ Edward S. Nekritz  
Edward S. Nekritz

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Managing Director and Secretary