

PROLOGIS
Form 424B3
July 23, 2007

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-132616

**Supplement No. 1, dated July 23, 2007
to Prospectus Supplement, dated July 11, 2007,
to Prospectus dated August 21, 2006**

The following information supplements and amends the prospectus, dated August 21, 2006, as supplemented by the Prospectus Supplement, dated July 11, 2007, of ProLogis relating to the offer and sale from time to time by the selling securityholders named therein of ProLogis 2.25% Convertible Senior Notes due 2037 and ProLogis common shares of beneficial interest which may be issued upon conversion of the notes. This supplement should be read in conjunction with the Prospectus Supplement, dated July 11, 2007, and the Prospectus, dated August 21, 2006.

In order to update the information contained in the section entitled "Selling Securityholders", the following information, which was provided to ProLogis on or prior to July 19, 2007, is added to the section in the Prospectus Supplement, dated July 11, 2007:

Name	Aggregate	Percentage of Notes Outstanding(1)	Number of ProLogis Common Shares That May be Sold	Other	Percentage of ProLogis Common Shares Outstanding(2)
	Principal			ProLogis	
	Amounts of			Shares	
	Notes			Owned Before	
	Beneficially			the	of
	Owned That	of	Common	Offering and	ProLogis
	May be Sold	Notes	Shares	Assumed to	Common
	(in Dollars)	Outstanding(1)	That May be	be	Shares
			Sold	Owned	Outstanding(2)
				Following	
				the Offering	
Allstate Insurance Company(3)	1,500,000		19,586	277,558	
Allstate Life Insurance Company(4)	1,500,000		19,586	277,558	
Credit Industriel et Commercial Platinum Grove Contingent Capital Master Fund Ltd.(5)	25,000,000	2.0	326,440		
The Global Convertible Opportunities Fund Limited	38,000,000	3.04	496,188		
Additional Selling Securityholders(6)	5,000,000		65,288		
	175,664,000	14.05	2,293,750		

(1) Unless otherwise noted, none of these selling securityholders beneficially owns 1% or more of the outstanding notes.

(2)

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Calculated based on Rule 13d-3 of the Exchange Act using 256,879,781 ProLogis common shares outstanding as of July 1, 2007. In calculating these percentages for each holder of notes, we also treated as outstanding that number of ProLogis common shares issuable upon conversion of that holder's notes. However, we did not assume the conversion of any other holder's notes. Based on the foregoing, unless otherwise noted, none of these selling securityholders would beneficially own 1% or more of the outstanding ProLogis common shares following the sale of securities hereunder.

- (3) Includes \$1,000,000 principal amount of notes and 13,057 ProLogis common shares previously listed with respect to Allstate Insurance Company in the Prospectus Supplement, dated July 11, 2007.
- (4) Includes \$1,000,000 principal amount of notes and 13,057 ProLogis common shares previously listed with respect to Allstate Life Insurance Company in the Prospectus Supplement, dated July 11, 2007.
- (5) Includes \$30,000,000 principal amount of notes and 391,728 ProLogis common shares previously listed with respect to Platinum Grove Contingent Capital Master Fund Ltd. in the Prospectus Supplement, dated July 11, 2007.
- (6) As of the date of this Supplement. Additional selling securityholders will be named pursuant to a supplement to the Prospectus Supplement, dated July 11, 2007, with respect to \$175,664,000 principal amount of notes and 2,293,750 ProLogis common shares upon our receipt of a questionnaire from the relevant selling securityholder with respect to any such note.