

PROLOGIS
Form S-8 POS
August 04, 2011

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

File No. 333-69001

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 2 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

**MERIDIAN INDUSTRIAL TRUST, INC. EMPLOYEE AND
DIRECTOR INCENTIVE STOCK 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 all common shares of beneficial interest, par value \$0.01 per share (the Shares), that were registered but that were not issued pursuant to this Registration Statement. The Company has terminated its offering under the Meridian Industrial Trust, Inc. Employee and Director Incentive Stock Plan. Therefore, the Company is, by this post-effective amendment, removing from registration all of the Shares that were registered but which were not issued pursuant to this Registration Statement on Form S-8.

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. 2 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