

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.

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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. 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