# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Print or Type Responses)                      |  |   |                                  |              |   |   |   |  |                                  |   |  |
|--|--|---|----------------------------------|--------------|---|---|---|--|----------------------------------|---|--|
| 1. Name and Address of Reporting BAIRD W BLAKE | 2. Issuer Name at<br>AMB PROPER  |   |                                  | ~ .          | ol  | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  |   |  |                                  |   |  |
| C/O AMB PROPERTY CC<br>1, BAY 1                | 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2005                      |   |                                  |              |   |   | X Officer (give title below) Other (specify below)  President |  |                                  |   |  |
| (Street) SAN FRANCISCO, CA 94                  | 4. If Amendment, I   | Oate Origina  | al File                          | ed(Month/Da  | y/Year)   | 5. Individual or Joint/Group Filing(Chec X_Form filed by One Reporting Person Form filed by More than One Reporting Perso |   | ne)  |                                  |   |  |
| (City) (State)                                 | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |                                  |              |   |   |   |  |                                  |   |  |
| 1.Title of Security<br>(Instr. 3)              | 2. Transaction<br>Date<br>(Month/Day/Year)                                       | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transac<br>Code<br>(Instr. 8) | tion         | 4. Securities Ac<br>or Disposed of (Instr. 3, 4 and 5 |   | D)  | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | Ownership<br>Form:<br>Direct (D) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |  |   | Code                             | V            | Amount  | ount (A) or (D) P1  |   |  |                                  |   |  |
| Common Stock                                   | 12/15/2005   |   | M                                |              | 11,800  | A   | \$<br>22.5625   | 284,174  | D                                |   |  |
| Common Stock                                   | 12/15/2005   |   | S                                |              | 11,800  | D   | \$ 50   | 272,374  | D                                |   |  |
| Common Stock                                   | 12/15/2005   |   | M                                |              | 200   | A   | \$<br>22.5625   | 272,574  | D                                |   |  |
| Common Stock                                   | 12/15/2005   |   | S                                |              | 200   | D   | \$ 50.01  | 272,374  | D                                |   |  |
| Common Stock                                   | 12/15/2005   |   | M                                |              | 1,200   | A   | \$<br>22.5625   | 273,574  | D                                |   |  |
| Common Stock                                   | 12/15/2005   |   | S                                |              | 1,200   | D   | \$ 50.03  | 272,374  | D                                |   |  |
| Common Stock                                   | 12/15/2005   |   | M                                |              | 3,400   | A   | \$<br>22.5625   | 275,774  | D                                |   |  |
| Common Stock                                   | 12/15/2005   |   | S <sup>(1)</sup>                 |              | 3,400   | D   | \$ 50.05  | 272,374 (2)  | D                                |   |  |
| Reminder: Report on a separate lin             | ne for each class of securities  | beneficially owned  | directly or i                    | Per<br>in ti | sons wh   | are no  | t required  | e collection of information contain<br>to respond unless the form<br>MB control number.                | ned SEC                          | 1474 (9-02)   |  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   | (e.g., puts, cans, warrants, options, convertible securities)         |  |  |      |   |  |   |                     |   |        |  |  |  |            |                 |
|---|---|--|--|------|---|--|---|---------------------|---|--------|--|--|--|------------|-----------------|
|   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) |  | Code |   | of E<br>Sect<br>Acq<br>or E<br>of (I<br>(Ins | 5. Number of Derivative Scenitises Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | of Underlying<br>Securities<br>(Instr. 3 and 4) |        | Derivative<br>Security<br>(Instr. 5)   | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | Beneficial |                 |
|   |   |  |  | Code | v | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date                              |        | Amount<br>or<br>Number<br>of<br>Shares |  | (IIISU. 4)   | (msu. 4)   |                 |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy) | \$<br>22.5625   | 12/15/2005                                 |  | M    |   |  | 11,800  | (3)                 | 01/20/2009                                      | Common | 11,800                                 | <u>(4)</u>   | 529,687  | I          | Family<br>Trust |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy) | \$<br>22.5625   | 12/15/2005                                 |  | М    |   |  | 200   | (3)                 | 01/20/2009                                      | Common | 200                                    | <u>(4)</u>   | 529,487  |            | Family<br>Trust |

| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy) | \$<br>22.5625 | 12/15/2005 | М |  | 1,200 | (3) | 01/20/2009 | Common | 1,200 | <u>(4)</u> | 528,287 | I | Family<br>Trust |
|---|---------------|------------|---|--|-------|-----|------------|--------|-------|------------|---------|---|-----------------|
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy) | \$<br>22.5625 | 12/15/2005 | M |  | 3,400 | (3) | 01/20/2009 | Common | 3,400 | <u>(4)</u> | 524,887 | I | Family<br>Trust |

#### **Reporting Owners**

|  | Relationships |              |           |       |  |  |  |  |
|--|---------------|--------------|-----------|-------|--|--|--|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer   | Other |  |  |  |  |
| BAIRD W BLAKE<br>C/O AMB PROPERTY CORPORATION,<br>PIER 1, BAY 1<br>SAN FRANCISCO, CA 94111 | X             |              | President |       |  |  |  |  |

### **Signatures**

| /s/ Tamra Browne pursuant to a power of attorney dated 1/15/2003 | 12/19/2005 |
|--|------------|
| **Signature of Reporting Person                                  | Date       |

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These sales are being made pursuant to a previously adopted plan intended to comply with Rule 10b5-1(c) of the Securities Exchange Act of 1934. This 10b5-1 plan was adopted on July 18, 2005.
- (2) Of the 272,374 securities beneficially owned, 197,526 shares are directly (D) held, and 74,848 are indirectly (I) held through a family trust.
- One-fourth of the shares subject to the option vest and become exercisable annually on the anniversary of the grant date beginning January 20, 1999. The shares became fully vested on January 20, 2003.
- (4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.