

# 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

## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>ROBERTS JOHN T JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>AMB PROPERTY CORP [AMB]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Executive VP</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/22/2006</b>					
C/O AMB PROPERTY CORPORATION, PIER 1, BAY 1			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
(Street) <b>SAN FRANCISCO, CA 94111</b>								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2006		M		10,867	A	\$ 26.29	228,911	I	Family Trust
Common Stock	02/22/2006		S		10,867	D	\$ 53	218,044	I	Family Trust
Common Stock	02/22/2006		M		5,400	A	\$ 26.29	223,444	I	Family Trust
Common Stock	02/22/2006		S		5,400	D	\$ 53.01	218,044	I	Family Trust
Common Stock	02/22/2006		M		100	A	\$ 26.29	218,144	I	Family Trust
Common Stock	02/22/2006		S		100	D	\$ 53.02	218,044	I	Family Trust
Common Stock	02/22/2006		M		300	A	\$ 26.29	218,344	I	Family Trust
Common Stock	02/22/2006		S <sup>(1)</sup>		300	D	\$ 53.04	218,044 <sup>(2)</sup>	I	Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Non-Qualified Stock Option (right to buy)	\$ 26.29	02/22/2006		M		10,867	<sup>(3)</sup>	02/26/2012	Common Stock	10,867	<sup>(4)</sup>	274,055	I	Family Trust

Non-Qualified Stock Option (right to buy)	\$ 26.29	02/22/2006		M			5,400	(3)	02/26/2012	Common Stock	5,400	(4)	268,655	I	Family Trust
Non-Qualified Stock Option (right to buy)	\$ 26.29	02/22/2006		M			100	(3)	02/26/2012	Common Stock	100	(4)	268,555	I	Family Trust
Non-Qualified Stock Option (right to buy)	\$ 26.29	02/22/2006		M			300	(3)	02/26/2012	Common Stock	300	(4)	268,255	I	Family Trust

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS JOHN T JR C/O AMB PROPERTY CORPORATION PIER 1, BAY 1 SAN FRANCISCO, CA 94111			Executive VP	

## Signatures

/s/ Tamra Browne pursuant to a power of attorney dated 01/15/2003		02/24/2006
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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).
- (1) 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 January 27, 2006.
- (2) Of the 218,044 securities beneficially owned, 32,257 are held directly (D), 136,532 are indirectly (I) owned through the Roberts Family Trust, 690 securities are indirectly held through custodial accounts for children and 48,565 securities are held indirectly (I) through a rabbi trust pursuant to the Amended and Restated AMB Nonqualified Deferred Compensation Plan.
- (3) The shares subject to the option vested fully on the date of grant, February 26, 2002.
- (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.

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