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

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

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### 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

(Fint of Type Responses	5)										
1. Name and Address of COLE DAVID A	1	2. Issuer Name and AMB PROPERT			- ·		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner				
AMB PROPERTY BAY 1	(First) CORPORATION	DIED 1	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2010						Officer (give title below)Ot	her (specify belo	w)
(Street) SAN FRANCISCO, CA 94111			4. If Amendment, Da	te Original	Filed(	Month/Day/	Year)	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	) Date Execution Date, if Code (A) or Disposed of (E (Month/Day/Year) any (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial						
			(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock (1)		05/06/2010		А		2,934	А	\$0	50,282 (2)	D	

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

Persons who respond to the collection of information contained SEC 1474 (9-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Num	ber	6. Date Exerci	sable and	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ransaction of		Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code		Derivat	ive	(Month/Day/Year)		Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Securiti	es			(Instr. 3 and 4) (Instr. 5		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acquire						Owned	Security:	(Instr. 4)	
	Security					(A) or							Following	Direct (D)	
						Dispose	ed							or Indirect	
						of (D)							Transaction(s)	· · /	
						(Instr. 3	, 4,						(Instr. 4)	(Instr. 4)	
						and 5)									
											Amount				
								Date	Expiration		or				
								Exercisable	Date	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				
Non-															
Qualified															
~															
Stock	\$ 26.58	05/06/2010		А		6,762		05/05/2011	05/06/2020	Common	6.762	(3)	74,020	D	
Option	\$ 20.50	05/00/2010		11		0,702		00/00/2011	02/00/2020	Common	0,702		/ 1,020	D	
(right to															
buy)															
(uy)															

## **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
COLE DAVID A AMB PROPERTY CORPORATION, PIER 1, BAY 1 SAN FRANCISCO, CA 94111	Х						

# Signatures

/s/ Tamra Browne, pursuant a power of attorney dated 05/08/2008	05/10/2010	
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).
- (1) Shares were granted pursuant to the Company's 2002 Stock Option and Incentive Plan and are subject to a repurchase right held by the Company, which lapses fully on May 6, 2011.
- (2) Of the 50,282 shares beneficially owned, 39,987 shares are directly held (D) and 10,295 shares are indirectly (I) held through a rabbi trust pursuant to our nonqualified deferred compensation plan.
- (3) 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.