

SCHEDULE 13G

Amendment No. 2  
PROLOGIS INC  
Common Stock  
Cusip #74340W103

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Item 1: Reporting Person - FMR LLC  
Item 4: Delaware  
Item 5: 2,939,355  
Item 6: 0  
Item 7: 27,107,018  
Item 8: 0  
Item 9: 27,107,018  
Item 11: 5.435%  
Item 12: HC

Cusip #74340W103  
Item 1: Reporting Person - Edward C. Johnson 3d  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 27,107,018  
Item 8: 0  
Item 9: 27,107,018  
Item 11: 5.435%  
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

PROLOGIS INC

Item 1(b). Name of Issuer's Principal Executive Offices:

Pier 1, Bay 1  
San Francisco, CA 94111

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

245 Summer Street, Boston,  
Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

74340W103

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b)  
and the person filing, FMR LLC, is a parent holding company  
in accordance with Section 240.13d-1(b)(ii)(G). (Note: See  
Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 27,107,018

(b) Percent of Class: 5.435%

(c) Number of shares as to which such

person has:

(i) sole power to vote or to direct  
the vote: 2,939,355

(ii) shared power to vote or to  
direct the vote: 0

(iii) sole power to dispose or to  
direct the disposition of: 27,107,018

(iv) shared power to dispose or to  
direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another  
Person.

Various persons have the right to receive or the power to  
direct the receipt of dividends from, or the proceeds from the  
sale of, the Common Stock of PROLOGIS INC. No one  
person's interest in the Common Stock of PROLOGIS INC is  
more than five percent of the total outstanding Common  
Stock.

Item 7. Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent  
Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of  
the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge  
and belief, the securities referred to above were acquired in the  
ordinary course of business and were not acquired for the  
purpose of and do not have the effect of changing or  
influencing the control of the issuer of such securities and  
were not acquired in connection with or as a participant in any  
transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and  
belief, I certify that the information set forth in this statement  
is true, complete and correct.

February 13, 2014  
Date

/s/ Scott C. Goebel  
Signature

Scott C. Goebel  
Duly authorized under Power of Attorney  
effective as of June 1, 2008 by and on behalf of FMR LLC  
and its direct and indirect subsidiaries

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Pursuant to the instructions in Item 7 of Schedule 13G,  
Fidelity Management & Research Company ("Fidelity"), 245  
Summer Street, Boston, Massachusetts 02210, a wholly-  
owned subsidiary of FMR LLC and an investment adviser  
registered under Section 203 of the Investment Advisers Act  
of 1940, is the beneficial owner of 16,748,849 shares or

3.358% of the Common Stock outstanding of PROLOGIS INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 16,748,849 shares owned by the Funds.

Fidelity SelectCo, LLC ("SelectCo"), 1225 17th Street, Suite 1100, Denver, Colorado 80202, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 7,418,814 shares or 1.488% of the Common Stock outstanding of PROLOGIS INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940 (the "SelectCo Funds").

Edward C. Johnson 3d and FMR LLC, through its control of SelectCo, and the SelectCo Funds each has sole power to dispose of the 7,418,814 owned by the SelectCo Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 157,464 shares or 0.032% of the Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity Management Trust Company, each has sole dispositive power over 157,464 shares and sole power to vote or to direct the voting of 157,464 shares of Common Stock owned by the institutional account(s) as reported above.

Strategic Advisers, Inc., 245 Summer Street, Boston, MA 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, provides investment advisory services to individuals. As such, FMR LLC's beneficial ownership includes 31,797 shares, or 0.006%, of the Common Stock outstanding of PROLOGIS INC, beneficially owned through Strategic Advisers, Inc.

Pyramis Global Advisors, LLC ("PGALLC"), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 551,639 shares or 0.111% of the outstanding Common Stock of PROLOGIS INC as a result of its serving as investment adviser to institutional accounts, non-U.S. mutual funds, or investment companies registered under Section 8 of the Investment Company Act of 1940 owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of PGALLC, each has sole dispositive power over 551,639 shares and sole power to vote or to direct the voting of 551,639 shares of Common Stock owned by the institutional accounts or funds advised by PGALLC as reported above.

Pyramis Global Advisors Trust Company ("PGATC"),  
900 Salem Street, Smithfield, Rhode Island, 02917, an indirect  
wholly-owned subsidiary of FMR LLC and a bank as defined  
in Section 3(a)(6) of the Securities Exchange Act of 1934, is  
the beneficial owner of 2,198,455 shares or 0.441% of the  
outstanding Common Stock of the PROLOGIS INC as a result  
of its serving as investment manager of institutional accounts  
owning such shares.

Edward C. Johnson 3d and FMR LLC, through its  
control of Pyramis Global Advisors Trust Company, each has  
sole dispositive power over 2,198,455 shares and sole power  
to vote or to direct the voting of 2,198,455 shares of Common  
Stock owned by the institutional accounts managed by  
PGATC as reported above.

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FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on February 13, 2014, agree  
and consent to the joint filing on their behalf of this Schedule  
13G in connection with their beneficial ownership of the  
Common Stock of PROLOGIS INC at December 31, 2013.

FMR LLC

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as  
of June 1, 2008, by and on behalf of FMR LLC and its direct  
and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as  
of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Scott C. Goebel  
Scott C. Goebel

Senior V.P. and General Counsel