

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 9, 2011

**PROLOGIS, INC.
PROLOGIS, L.P.**

(Exact name of registrant as specified in charter)

**Maryland (Prologis, Inc.)
Delaware (Prologis, L.P.)**
(State or other jurisdiction
of Incorporation)

**001-13545 (Prologis, Inc.)
001-14245 (Prologis, L.P.)**
(Commission
File Number)

**94-3281941 (Prologis, Inc.)
94-3285362 (Prologis, L.P.)**
(I.R.S. Employer
Identification No.)

**Pier 1, Bay 1, San Francisco,
California**
(Address of Principal Executive Offices)

94111
(Zip Code)

Registrants' Telephone Number, including Area Code: (415) 394-9000

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

The administrator of the Prologis, L.P. 401(k) Savings Plan and Trust (the "Prologis Plan") has determined to implement certain restrictions on the shares of common stock of Prologis, Inc. ("Prologis") held in Prologis Plan. These restrictions are being imposed in connection with the impending change in service provider under the Prologis Plan and the AMB Property, L.P. Savings and Retirement Plan (the "AMB Plan") as well as the contemporaneous merger of the AMB Plan into the Prologis Plan. With respect to the foregoing, the administrator of the Prologis Plan sent a notice to the Prologis Plan participants informing them that all transactions in the Prologis Plan, including with respect to Prologis common stock, would be subject to a blackout period which was expected to begin on December 27, 2011 and end the week beginning Sunday January 15, 2012. During the blackout period, participants in the plans will be unable to direct or diversify investments in their accounts, and will be unable to obtain a loan, withdrawal or distribution from the applicable plan.

In connection with the foregoing, Prologis sent a notice to its directors and executive officers in accordance with Section 3.06 of the Sarbanes-Oxley Act of 2002 and Rule 104 of the Securities and Exchange Commission Regulation BTR (Blackout Trading Restriction). A copy of the notice is attached to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Blackout Notice provided to directors and executive officers of Prologis.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 9, 2011

PROLOGIS, INC.

By: /s/ Edward S. Nekritz

Name: Edward S. Nekritz

Title: General Counsel and Secretary

[PLD Letterhead]

To Executive Officers and Directors of Prologis, Inc.

As you know, Prologis, Inc. (the "Company") is establishing a new 401(k) savings plan that will merge the AMB Property, L.P. Savings and Retirement Plan (the "AMB Plan") into the Prologis, L.P. 401(k) Savings Plan (the "Old Prologis Plan") and change the plan service provider. This new plan will be effective on January 1, 2012. There will be a "blackout period" instituted under both the AMB Plan and the Old Prologis Plan during which the service provider will set up this new plan and you will not be able to access your 401(k) account. In addition, during the blackout period for the Old Prologis Plan, per securities rules, executive officers and directors of the Company will not be able to purchase, sell or otherwise acquire or transfer any equity securities of Prologis, Inc. (not just the Prologis equity held in the Old Prologis Plan or new 401(k) plan). This securities blackout period is expected to begin on Tuesday, December 27, 2011 and end during the week beginning Sunday, January 15, 2012. However, since the Company trading window is expected to close on or about Monday, January 9, 2012, you will not be able to trade or transfer Prologis securities until the trading window opens, as expected, in mid-February. Please see Attachment A for further details on these restrictions.

If you have any questions regarding this notice, please feel free to contact Edward S. Nekritz, Prologis, 4545 Airport Way, Denver, CO 80239 at (303) 567-5740.

ATTACHMENT A

401(k) account restrictions

Participants and beneficiaries in the Old Prologis Plan and the AMB Plan have been recently provided notices relating to the “blackout period” in their respective plans. During the blackout period, participants and beneficiaries in the Old Prologis Plan will not be able to, among other things, direct or diversify investments in the Prologis stock fund under the Old Prologis Plan. Following the effective date of the new plan on January 1, 2012, these trading limitations also will apply to persons who previously were participants in the AMB Plan. The notice for the Old Prologis Plan provides more information regarding the reasons for the blackout period, the Old Prologis Plan transactions to be suspended during the blackout period and the securities subject to the blackout period. (Note that, per the AMB Plan notice, AMB plan participants will not be able to access their AMB Plan 401(k) accounts starting on Tuesday, December 20. Old Prologis plan participants will not be able to access their Old Prologis Plan 401(k) accounts starting on Tuesday, December 27. In any event, the securities trading blackout for all executive officers and directors will not begin until Tuesday, December 27.)

Trading restrictions

The Sarbanes-Oxley Act of 2002 (“SOX”) and the rules adopted by the Securities and Exchange Commission (“SEC”) require that, during a plan blackout period such as the one described in the previous paragraph, the directors and executive officers of Prologis are prohibited from purchasing, selling or otherwise acquiring or transferring any equity securities of Prologis (not just common stock of Prologis, but all equity securities of Prologis and all convertible debt and other securities of subsidiaries of Prologis that are exercisable for or exchangeable into equity securities of Prologis) that were acquired in connection with your service or employment as a director or executive officer. This prohibition includes all such securities you own, not just those that you hold in the Old Prologis Plan or in the new plan.

Therefore, in order to comply with the SOX and SEC requirements, during the securities blackout period referenced above, you will be prohibited from purchasing, selling or otherwise acquiring or transferring securities of Prologis and subsidiaries of Prologis described in the previous paragraph, subject to limited exceptions.