

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
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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).

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)

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|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person* NEKRITZ EDWARD S | | 2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Legal Off./Gen. Counsel | |
| (Last) (First) (Middle) C/O PROLOGIS, INC., PIER 1, BAY 1 | | 3. Date of Earliest Transaction (Month/Day/Year) 12/18/2011 | | | |
| (Street) SAN FRANCISCO, CA 94111 | | 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 <input type="checkbox"/> 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) | 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 (1) | 12/18/2011 | 12/18/2011 | M | | 460 | A | \$ 0 | 124,768 | D | |
| Common Stock (2) | 12/18/2011 | 12/18/2011 | M | | 64 | A | \$ 0 | 124,832 | D | |
| Common Stock (3) | 12/18/2011 | 12/18/2011 | F | | 216 | D | \$ 27.51 | 124,616 | D | |

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

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

SEC 1474 (9-02)

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Share Units (1) | \$ 0 | 12/18/2011 | 12/18/2011 | M | | 460 | (1) | (1) | Common Stock | 460 | \$ 0 | 107,356 | D | |
| Dividend Equivalent Units (2) | \$ 0 | 12/18/2011 | 12/18/2011 | M | | 64 | (2) | (2) | Common Stock | 64 | \$ 0 | 107,292 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NEKRITZ EDWARD S C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111 | | | Chief Legal Off./Gen. Counsel | |

Signatures

Kristi Oberson, attorney-in-fact for Edward S. Nekritz.

12/20/2011

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) Conversion of 100% of Restricted Share Units (RSUs) following vest on December 18, 2011. The RSUs convert into Prologis common stock upon vesting on a 1-for-1 basis, and have no exercise price or expiration date.

(2) Represents the conversion of vested Dividend Equivalent Units (DEUs) earned on RSUs. DEUs were accrued on outstanding RSUs at the Prologis common stock distribution rate at the time distributions on common stock occurred between December 18, 2007 and December 31, 2009, and vest with the underlying RSU. They are paid in the form of Prologis common stock at the rate of one common share per DEU. Balance in column 9 of Table II includes RSUs and DEUs.

(3) Shares withheld for payment of the tax liability associated with the receipt of common stock acquired upon the vesting of the RSUs and DEUs referenced in Table II.

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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