

# FORM 4

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

OMB APPROVAL	
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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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Olinger Thomas S</b>		2. Issuer Name and Ticker or Trading Symbol <b>Prologis, Inc. [PLD]</b>		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) <b>Chief Integration Officer</b>	
(Last) (First) (Middle) <b>C/O PROLOGIS, INC., PIER 1, BAY 1</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>02/01/2012</b>			
(Street) <b>SAN FRANCISCO, CA 94111</b>		4. If Amendment, Date Original Filed(Month/Day/Year) <b>02/03/2012</b>		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)		<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 (1) (2)	02/01/2012	02/01/2012	F		2,624	D	\$ 32.54	98,615 (3)	D	
Common Stock (1)	03/01/2012	03/01/2012	F		934	D	\$ 33.8	97,681 (4)	D	

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					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Olinger Thomas S C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111			Chief Integration Officer	

## Signatures

Kristi Oberson attorney in fact for Thomas Olinger		03/05/2012
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 withheld upon release of restricted stock to cover taxes owing.

(2) Filing due to correction to the balance previously reported in column 5 and the associated footnote.

(3) Of the 98,615 securities beneficially owned, 85,712 are directly owned (D) and 12,903 securities are held indirectly (I) through a rabbi trust pursuant to our amended and restated nonqualified deferred compensation plan.

(4) Of the 97,681 securities beneficially owned, 84,778 are directly owned (D) and 12,903 securities are held indirectly (I) through a rabbi trust pursuant to our amended and restated nonqualified deferred compensation plan.

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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