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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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

onses)															
1. Name and Address of Reporting Person * SULLIVAN WILLIAM E			2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
C/O PROLOGIS, INC., PIER 1, BAY 1				3. Date of Earliest Transaction (Month/Day/Year) 04/03/2012							X Officer (give title below) Other (specify below)  Chief Financial Officer				
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person					
		(Zip)		Т	able I	- Nor	ı-De	rivative S	Securitie	es Acqu	ired, Disp	osed of, or l	Beneficially	Owned	
(Instr. 3) Date			any		Code (Instr. 8)		tion	n 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			Ownership Form:	Beneficial	
			(Month/Day	Ionth/Day/Year)		ode	V	Amount	(A) or (D)	Price	(Instr. 3 a	ind 4)		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
	04/0	3/2012	04/03/203	12	5	S		48,913	D	35.95	42,078	2,078		D	
						equire	con the	tained in form dis	n this fo splays a of, or Be	orm are a curre eneficial	e not requ ntly valid	uired to res	spond unle	ss	1474 (9-02)
rsion Date		3A. Deemed Execution Dates	4. Trans Code	4. Transaction Code		5.		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. T Amo Und Seco	ount of lerlying urities	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct ( or Indirect)	Beneficia Ownershi (Instr. 4)
			Code				Dat	te	Expiration	on	Amount or Number				
	S, INC., (Street SCO, CA (State State Stat	S, INC., PIER 1, BA (Street)  SCO, CA 94111 (State)  2. Transaction (Month)  and a separate line for each of the control of th	ILLIAM E  (First) (Middle) S, INC., PIER 1, BAY 1  (Street)  SCO, CA 94111  (State) (Zip)  2. Transaction Date (Month/Day/Year)  04/03/2012  Table II -  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3A. Deemed Execution Date any (Month/Day/Year)	ILLIAM E  (First) (Middle) S, INC., PIER 1, BAY 1  (Street)  2. Transaction Date (Month/Day/Year)  04/03/2012  2A. Deeme Execution I any (Month/Day  4 any (Month/Day  (Month/Day  2 any (Month/Day  (Month/Day  (Month/Day  (Instruction Date, if any (Month/Day/Year)  (Instruction Date, if any (Month/Day/Year)  (Instruction Date, if any (Month/Day/Year)	ILLIAM E  (First) (Middle) S, INC., PIER 1, BAY 1  (Street)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  04/03/2012  2A. Deemed Execution Date, if any (Month/Day/Year)  any (Month/Day/Year)  Table II - Derivative Securit (e.g., puts, calls, we five live (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date, if Transaction Code (Instr. 8)	ILLIAM E  (First) (First) (First) (First) (Street)  (Street)  (Street)  (State)  (State)  (State)  (Zip)  (State)  (Zip)  (A. If Amendment, Date  (An Deemed Execution Date, if any (Month/Day/Year)  (Inst.)  (Inst.)  (A. If Amendment, Date  (Inst.)  (Inst.)  (A. Deemed Execution Date, if any (Month/Day/Year)  (Inst.)  (Inst.)  (Inst.)  (State)  (A. Deemed Execution Date, if any (Month/Day/Year)  (Inst.)  (Inst.)	ILLIAM E  (First) (Middle) S, INC., PIER 1, BAY 1  (Street)  (Street)  (Street)  (Street)  (State)  (Zip)  (Zip)  (A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op tive by  (Month/Day/Year)  (Month/Day/Year)	Code   V   Code   Code	ILLIAM E  (First) (First) (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (A) or Disposed of (A) or Disposed of (D) (Instr. 3, designed by a first of the part of the pa	ILLIAM E  (First) (Middle) S, INC., PIER 1, BAY 1  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date (A) or Disposed (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  Transaction Date (Month/Day/Year)  A Deemed Execution Date, if code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 8)  Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  Transaction Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  Transaction Date (A) or Disposed of (D) (Instr. 3)	ILLIAM E  (First) (Middle) S, INC., PIER 1, BAY 1  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (A) or Disposed of (D) (Instr. 8)  (A) or (Month/Day/Year)  (Month/Day/Year)  A Securities  4. Securities (A) or Date (A) or Disposed of, or Beneficial (A) or Disposed of, or Beneficial (A) or Derivative Securities (A) or Derivative Securities (Month/Day/Year)  (Month/Day/Year)  A Deemed Execution Date, if Code (A) or Disposed (A) or Derivative Securities (Month/Day/Year)  (Instr. 8)  A Derivative Securities (Month/Day/Year)  (Instr. 3)	ILLIAM E Prologis, Inc. [PLD]    Sirver   Prologis   Pr	ILLIAM E Prologis, Inc. [PLD]	Check all applic   Check all a	ILLIAM E Prologis, Inc. [PLD] Check all applicable)  Ownership Proson Form filed by More than One Reporting Person  Od/03/2012  A. If Amendment, Date Original Filed(Month/Day/Year)  Od/03/2012  A. If Amendment, Date Original Filed(Month/Day/Year)  Od/03/2011  Street)  A. If Amendment, Date Original Filed(Month/Day/Year)  Od/03/2012  Od/03/2012  A. If Amendment, Date Original Filed(Month/Day/Year)  Od/03/2012  Od/03/2012  A. Transaction Date (Instr. 3)  Od/03/2012  Od/03/2012  S. Abount of Securities Beneficially Owned Following (Instr. 3, 4 and 5)  Od/03/2012  Od/03/2012  S. Abount of Securities Beneficially Owned Following (Instr. 3, 4 and 4)  Od/03/2012  Od/03/2012  S. Abount of Securities  Ownership Form: Code (Instr. 3, 4 and 4)  Od/03/2012  Od/03/2012  S. Abount of Securities  Ownership Form: (Instr. 3 and 4)  Od/03/2012  Od/03/2012  S. Abount of Securities  Ownership Form: (Instr. 3 and 4)  Od/03/2012  Od/03/2012  S. Abount of Securities  Ownership Form: (Instr. 3 and 4)  Od/03/2012  Od/03/2012  S. Abount of Securities  Ownership Form: (Instr. 4)  Ownership Form: Original Filed(Month/Day/Year)  Od/03/2012  Od/03/2012  S. Abount of Securities  Ownership Form: (Instr. 4)  Ownership Form: (Instr. 4)  Ownership Form: Original Filed(Month/Day/Year)  Od/03/2012  S. Abount of Securities  Ownership Form: (Instr. 4)  Ownership Form: (Instr. 5)  Ownership Form: (Instr. 5)

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
SULLIVAN WILLIAM E C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111			Chief Financial Officer					

# **Signatures**

Kristi Oberson, attorney in fact for William E. Sullivan	04/05/2012
**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).
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.95 to \$35.96. The reporting person (1) undertakes to provide to Prologis, Inc., any security holder of Prologis, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price.

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.