

# 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <b>REILLY EUGENE F</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>CEO, The Americas</b>	
(Last) <b>C/O PROLOGIS, INC., PIER 1, BAY 1</b>	(First) <b>EUGENE</b>	(Middle) <b>F</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>09/17/2012</b>		
(Street) <b>SAN FRANCISCO, CA 94111</b>			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	09/17/2012	09/17/2012	M		49,371	A	\$ 15.92	243,906	D	
Common Stock	09/17/2012	09/17/2012	S		49,371	D	\$ 37.04 <u>(1)</u>	194,535	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 15.92	09/17/2012	09/17/2012	M		20,000	02/01/2012 <u>(2)</u>	02/10/2019	Common Stock	20,000	\$ 0	38,108	D	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 15.92	09/17/2012	09/17/2012	M		29,371	02/01/2009 <u>(3)</u>	02/01/2019	Common Stock	29,371	\$ 0	8,737	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLY EUGENE F C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111			CEO, The Americas	

## Signatures

Kristi Oberson, attorney in fact for Eugene Reilly	09/18/2012
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.80 to \$37.21. The reporting person 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.
- (2) The options exercised on this date became fully exercisable on February 1, 2012. There are no exercisable options remaining under this award.
- (3) The options exercised on this date became fully exercisable on February 1, 2009. There are no exercisable options remaining under this award.

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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