

FORM 4

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

OMB APPROVAL	
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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)

1. Name and Address of Reporting Person* RAKOWICH WALTER C			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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Co-Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012			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		
C/O PROLOGIS, INC., PIER 1, BAY 1			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO, CA 94111								
(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)	12/31/2012	12/31/2012	M		422,732	A	\$ 0	550,741	D	
Common Stock (2)	12/31/2012	12/31/2012	M		3,850	A	\$ 0	554,591	D	
Common Stock (3)	12/31/2012	12/31/2012	F		175,244	D	\$ 36.49	379,347	D	
Common Stock	12/31/2012	12/31/2012	G	V	3,500	D	\$ 0	375,847	D	
Common Stock								225	I	Mott Family Trust
Common Stock								245	I	Rakowich Family Trust
Common Stock								389	I	By children

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				
Restricted Stock Units	\$ 0	12/31/2012	12/31/2012	M		422,732	(1)	(1)	Common Stock	422,732	\$ 0	3,850	D	
Dividend Equivalent Units	\$ 0	12/31/2012	12/31/2012	M		3,850	(2)	(2)	Common Stock	3,850	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RAKOWICH WALTER C C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111			Co-Chief Executive Officer	
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Signatures

Kristi Oberson attorney in fact for Walter C. Rakowich <small>Signature of Reporting Person</small>		01/02/2012 <small>Date</small>
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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 unvested Restricted Share Units (RSUs) following vest on December 31, 2012 as terms of retirement of reporting person. The RSUs convert into Prologis common stock upon vesting on a 1-for-1 basis, and have no exercise price or expiration date.
- (2) Conversion of 100% of unvested Dividend Equivalent Units (DEUs) accrued on RSUs which were vested on December 31, 2012 as terms of retirement of reporting person. DEUs convert into Prologis common stock upon vesting on a 1-for-1 basis of such earned RSUs and have no exercise price or expiration date.
- (3) Shares withheld for payment of the tax liability associated with the receipt of common stock acquired upon the vesting of RSUs and DEUs.

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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