

INITIAL STATEMENT OF 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* Curless Michael S (Last) (First) (Middle) C/O PROLOGIS, INC., PIER 1, BAY 1 (Street) SAN FRANCISCO, CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2013	3. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD]	
		4. 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 Investment Officer	5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,283	D	
Common Stock	15,016	I	Michael S. Curless Trust (1)
Common Stock	15,015	I	Nancy G. Curless Trust (2)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(3)	(3)	Common Stock	22,964	\$ 0	D	
Restricted Stock Units	(4)	(4)	Common Stock	11,404	\$ 0	D	
Restricted Stock Units	(5)	(5)	Common Stock	17,746	\$ 0	D	
Restricted Stock Units	(6)	(6)	Common Stock	11,048	\$ 0	D	
Restricted Stock Units	(7)	(7)	Common Stock	5,998	\$ 0	D	
Restricted Stock Units	(8)	(8)	Common Stock	33,480	\$ 0	D	

Reporting Owners

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

Signatures

Tammy Colvocoresses attorney in fact for Michael Curless	07/10/2013
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Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Held indirectly in a trust of which the reporting person is the trustee and beneficiary.
- (2) Held indirectly in a trust of which the reporting person's spouse is the trustee and beneficiary.
- (3) Restricted Stock Units ("RSUs") vest 34% on February 5, 2014 and 33% on each of February 5, 2015 and 2016. The RSUs convert into Prologis common stock upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
- (4) Restricted Stock Units ("RSUs") vest 40% on each of February 5, 2014 and 2015 and 20% on February 5, 2016. The RSUs convert into Prologis common stock upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
- (5) Restricted Stock Units ("RSUs") vest 50% on each of February 1, 2014 and 2015. The RSUs convert into Prologis common stock upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
- (6) Restricted Stock Units ("RSUs") vest on June 3, 2014. The RSUs convert into Prologis common stock upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
- (7) Restricted Stock Units ("RSUs") vest on January 28, 2014. The RSUs convert into Prologis common stock upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.
- (8) Restricted Stock Units ("RSUs") vest 50% on each of September 8, 2013 and 2014. The RSUs convert into Prologis common stock upon vesting on a 1-for-1 basis. RSUs have no exercise price or expiration date.

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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