

# FORM 4

**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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>MOGHADAM HAMID R</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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman &amp; CEO</b>		
(Last) <b>C/O PROLOGIS, INC., PIER 1, BAY 1</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/03/2014</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 (1)	02/03/2014	02/03/2014	J		26,269	D	\$ 0	9,332	D	
Common Stock (1)	02/03/2014	02/03/2014	M		26,269	A	\$ 0	369,482	I	Rabbi Trust (2)
Common Stock (3)	02/03/2014	02/03/2014	M		63,901	A	\$ 0	433,383	I	Rabbi Trust (2)
Common Stock								803,945	I	Rabbi Trust (4)
Common Stock								2,255,395	I	Trust (5)
Common Stock								131,775	I	Trust (6)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

### 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 (7)	\$ 0	02/03/2014	02/03/2014	M		23,336	(7)	(7)	Common Stock	23,336	\$ 0	348,354	D	
Restricted Stock Units (8)	\$ 0	02/03/2014	02/03/2014	M		40,565	(8)	(8)	Common Stock	40,565	\$ 0	307,789	D	

## Reporting Owners

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

MOGHADAM HAMID R C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111	X		Chairman & CEO	
--	---	--	----------------	--

## Signatures

/s/ Tammy Colvocoresses, attorney in fact for Hamid R. Moghadam		02/05/2014
		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) Transfer of ownership from direct to indirect (Rabbi Trust) of restricted stock (RSAs) following vest on February 1, 2014 and issuance to reporting person on February 3, 2014. RSAs are deferred pursuant to deferral election under our non-qualified deferred compensation plans.
- (2) Held indirectly through a rabbi trust pursuant to our non-qualified deferred compensation plans.
- (3) Conversion of Restricted Stock Units (RSUs) following vest on February 1, 2014 and issuance to reporting person on February 3, 2014 as reported in Table II below. RSUs are deferred pursuant to deferral election under our non-qualified deferred compensation plans.
- (4) Held indirectly through a rabbi trust pursuant to the AMB Property Corporation 2011 Notional Account Deferred Compensation Plan.
- (5) Held indirectly in a trust FBO the reporting person with the reporting person and his spouse as sole trustees.
- (6) Held indirectly in a trust with the reporting person as trustee.
- (7) Conversion of 40% of RSU grant following vest on February 1, 2014 and issuance to reporting person on February 3, 2014. The RSU grant converts into Prologis common stock upon vesting on a 1-for-1 basis, and have no exercise price or expiration date. The remaining 20% of the RSU grant will vest on February 1, 2015.
- (8) Conversion of 33% of RSU grant following vest on February 1, 2014 and issuance to reporting person on February 3, 2014. The RSU grant converts into Prologis common stock upon vesting on a 1-for-1 basis, and have no exercise price or expiration date. The remaining 33% of the RSU grant will vest on February 1, 2015.

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.