

# 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* NEKRITZ EDWARD S		2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD]		5. 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 Legal Off./Gen. Counsel	
(Last) (First) (Middle) C/O PROLOGIS, INC., PIER 1, BAY 1		3. Date of Earliest Transaction (Month/Day/Year) 02/06/2014			
(Street) SAN FRANCISCO, CA 94111		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)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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)	02/06/2014	02/06/2014	M		9,496	A	\$ 0	216,657	D	
Common Stock (2)	02/06/2014	02/06/2014	F		3,037	D	\$ 39.58	213,620	D	
Common Stock (3)	02/06/2014	02/06/2014	M		5,528	A	\$ 0	219,148	D	
Common Stock (2)	02/06/2014	02/06/2014	F		1,884	D	\$ 39.58	217,264	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
Restricted Stock Units (1)	\$ 0	02/06/2014	02/06/2014	M		9,496	(1)	(1)	Common Stock	9,496	\$ 0	61,249	D	
Restricted Stock Units (3)	\$ 0	02/06/2014	02/06/2014	M		5,528	(3)	(3)	Common Stock	5,528	\$ 0	55,721	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEKRITZ EDWARD S C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111			Chief Legal Off./Gen. Counsel	

# Signatures

/s/ Tammy Colvocoresses, attorney in fact for Edward Nekritz		02/10/2014
--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).

- (1) Conversion of 34% of RSU grant following vest on February 5, 2014 and issuance to reporting person on February 6, 2014. The RSU grant converts into Prologis common stock upon vesting on a 1-for-1 basis, and has no exercise price or expiration date. The remaining 66% of the RSU grant will vest ratably on February 5, 2015 and February 5, 2016.
- (2) Shares withheld for payment of the tax liability associated with the receipt of common stock acquired upon the vesting of the RSUs referenced in Table II.
- (3) Conversion of 40% of RSU grant following vest on February 5, 2014 and issuance to reporting person on February 6, 2014. The RSU grant converts into Prologis common stock upon vesting on a 1-for-1 basis, and has no exercise price or expiration date. The remaining RSU grant will vest on February 5, 2015 (40%) and February 5, 2016 (20%).

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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