FORM 4

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

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

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[*]
 Anderson Gary E

 (Last) (First) (Middle)
 C/O PROLOGIS, INC., PIER 1, BAY 1

 (Street)
 SAN FRANCISCO, CA 94111

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Prologis, Inc. [PLD]

 3. Date of Earliest Transaction (Month/Day/Year)
 06/05/2014

 4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 X_ Officer (give title below) ___ Other (specify below)
 CEO, Europe and Asia

 6. Individual or Joint/Group Filing(Check Applicable Line)
 _X_ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person |

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)]	06/05/2014	06/05/2014	M		11,048	A	$ 0	103,683 [(2)]	D	
Common Stock [(3)]	06/05/2014	06/05/2014	F		5,147	D	$ 41.05	98,536	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units [(1)]	$ 0	06/05/2014	06/05/2014	M			11,048	[(1)]	[(1)]	Common Stock	11,048	$ 0	58,779	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Gary E C/O PROLOGIS, INC., PIER 1, BAY 1 SAN FRANCISCO, CA 94111			CEO, Europe and Asia	

Signatures

/s/ Tammy Colvocoresses, attorney in fact for Gary E. Anderson	06/06/2014
[**]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 RSU grant following vest on June 3, 2014 and issuance to reporting person on June 5, 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.

(2) Balance in column 5 includes 12 shares acquired under the Prologis 401K Plan since the last filing.

(3) 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.

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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