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 Investment Company Act of 1940


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 SEC 1474 (9-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security (Instr. 3) | 2. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date <br> (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transaction <br> Code <br> (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 <br> Derivative <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) | 10. <br> Ownership <br> Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| LTIP <br> Units (1) | \$ 0 | 01/09/2018 | 01/09/2018 | A |  | 105,567 |  | (2) | (2) | Common Stock | 105,567 | \$ 0 | 477,536 | D |  |
| Restricted Stock Units (3) | \$ $0 \stackrel{(3)}{ }$ | 01/09/2018 | 01/09/2018 | A |  | 22,965 |  | (3) | (3) | Common Stock | 22,965 | \$ 0 | 22,965 | D |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |  |  |  |
| :--- | :--- | :--- | :--- | :--- |
|  | Director | $10 \%$ <br> Owner | Officer | Other |
|  |  |  |  |  |

## Signatures

/s/ Tammy Colvocoresses, attorney in fact for Thomas S. Olinger

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01 / 11 / 2018
$$

## 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) Represents LTIP Units of Prologis, L.P. (the "LTIP Units") that were issued to the reporting person pursuant to the Prologis Outperformance Plan.

Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each vested LTIP Unit may be converted, at the election of the holder, into a common unit of limited partnership interest in Prologis, L.P. (a "Common Unit"). Each Common Unit acquired upon conversion of a vested LTIP Unit may be presented for
(2) redemption, at the election of the holder after the completion of a two-year waiting period, for cash equal to the then fair market value of a share of Common Stock of the Company (the "Common Stock"), except that the Company may, at its election, acquire each Common Unit so presented for one share of Common Stock. The rights to convert vested LTIP Units into Common Units and redeem Common Units have no expiration dates.
(3) Restricted Stock Units (RSUs) will vest in equal amounts on each January 09, 2019, 2020, and 2021. 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.
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.

