## FORM 4

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

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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

1. Name and Address of Reporting Person* WEBB CARL B				2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) C/O PROLOGIS, INC., PIER 1, BAY 1				3. Date of Earliest Transaction (Month/Day/Year) 03/29/2019						-	Officer (give title below) Ofter (specify below) Other (specify below)				
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
SAN FRANCISCO, CA 94111 (City) (State) (Zip)				Table I Non Dorivative Convision Appril						tion Annuise					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Yea			2A. Deemed Execution Date, if r) (Month/Day/Year)		d 3. T Cod Oate, if Cod (Ins	ransa	4. S (A) (Ins	ecurities Actor Disposed tr. 3, 4 and 5	quired of (D) Ov Tra	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		neficially 6	Ownership form: E Direct (D)	7. Nature of Indirect Beneficial Ownership Instr. 4)	
Reminder: Re	eport on a sep	varate line for each c						Persons v	are not red valid OMB	quired to re control nu	espond unle imber.		on contained m displays a	in SEC 14	474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year) Execution (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Nur Transaction Deriva Code Securi (Instr. 8) Acqui Dispo		5. Number Derivative Securities Acquired (A Disposed o (Instr. 3, 4,	of A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)					9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirec	Beneficia Ownersh (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
D: :1 1	\$ 0 ( <u>1</u> )	03/29/2019	03/29/2019	A		74.6776		(1)	(1)	Common Stock	74.6776	\$ 0 (1)	10,212.522	3 D	
Dividend Equivalent Units - NQDC	\$0.														1
Equivalent Units -	<b>.</b>	03/29/2019	03/29/2019	A		102.2278		(2)	(2)	Common Stock	102.2278	\$ 0 <sup>(2)</sup>	13,980.174	9 D	

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
WEBB CARL B C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111	X					

## **Signatures**

/s/ Tammy Colvocoresses attorney in fact for Carl B. Webb	04/02/2019
**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).
  - Represents Dividend Equivalent Units (DEUs) earned on Deferred Stock Units (DSUs) associated with current service on our board that are deferred under the Prologis, Inc. Nonqualified Deferred Compensation Plan (the NQDC Plan). DEUs accrue on outstanding DSUs at the Prologis common stock dividend rate at the time dividends are paid on Prologis common stock. DEUs
- (1) and the underlying DSUs vest 100% on the earlier of the first anniversary of the grant date or the first annual meeting of the stockholders of Prologis after the order than the underlying DSUs. DSUs and DEUs are paid in the form of Prologis common stock at the rate of one common share per DSU or DEU. Balance in column 9 includes DSUs and DEUs.
- Represents DEUs earned on director fees that the reporting person has elected to defer into phantom shares under the NQDC Plan. These phantom shares are vested upon issuance and accrue

  (2) DEUs at the Prologis common stock dividend rate at the time dividends are paid on Prologis common stock. Phantom shares and DEUs are paid in the form of Prologis common stock at the rate of one common share per phantom share or DEU in accordance with the deferral election made by the reporting person, or upon termination of service. Balance in column 9 includes phantom shares and DEUs.
- Represents director fees that the reporting person has elected to defer into phantom shares under the NQDC Plan. These phantom shares are vested upon issuance and accrue DEUs at the Prologis common stock dividend rate at the time dividends are paid on Prologis common stock. Phantom shares and DEUs are paid in the form of Prologis common stock at the rate of one common share per phantom share or DEU in accordance with the deferral election made by the reporting person, or upon termination of service. Balance in column 9 includes phantom shares and DEUs

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.