## FORM 4

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

| OMB APPR           | ROVAL     |
|--------------------|-----------|
| OMB Number:        | 3235-0287 |
| Estimated average  | burden    |
| houre por roeponeo | 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* HAWKINS PHILIP L |   |                            | 1  | 2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD]                 |  |  |   |  |                               | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)XDirector10% Owner   |                            |                                       |   |   |  |
| C/O PROL  | OGIS, INC   | (First)<br>C., PIER 1, BAY |  | 3. Date of Earliest Transaction (Mor<br>12/31/2019                               |  |  | n (Month/   | Day/Yea  | ır)                           |   | Officer (give title below) |                                       |   | (specify below)   |  |
| (Street)  |   |                            | 4  | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |  |  |   |  | _X_                           | 6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |                            |                                       |   |   |  |
| SAN FRAN  | NCISCO, (   | CA 94111                   |  |  |  |  |   |  |                               |   | om med by i                | note than One i                       | ceporting reison  |   |  |
| (City)  |   | (State)                    | (Zip)                                      | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |   |  |                               |   |                            |                                       |   |   |  |
| 1.Title of Security (Instr. 3)                            |   |                            | 2. Transaction<br>Date<br>(Month/Day/Year) |  | ned<br>n Date, if  | 3. Trans<br>Code<br>(Instr. 8  |   | 4. Securities Acq<br>(A) or Disposed of<br>(Instr. 3, 4 and 5)   |                               | of (D) Owned Follow<br>Transaction(s  |                            | Securities Beneficially wing Reported |   | wnership orm:   | 7. Nature of Indirect Beneficial                           |
|   |   |                            |  | (Month/D   | oay/Year)  | Code   | V   | Amount   | (A) or<br>(D)                 | (Ins  | (Instr. 3 and 4)           |                                       | or<br>(I  | r Indirect (In  | wnership<br>nstr. 4)                                       |
| Reminder: Re  | port on a sep   | arate line for each c      | elass of securities be                     | eneficially (  | owned dir  | rectly or  | Person<br>in this   | ns who i   | re not r                      |   | respond u                  |                                       | on contained<br>form display  |   | 74 (9-02)  |
| Reminder: Re  | port on a sep   | arate line for each c      |  |  |  | •  | Person<br>in this<br>a curre  | ns who<br>form ar<br>ently val   | re not r                      | equired to<br>B control n   | respond ι<br>iumber.       |                                       |   |   | 74 (9-02)  |
| 1. Title of<br>Derivative<br>Security                     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction             | Table II -  3A. Deemed Execution Date, in  | Derivative (e.g., puts, 4. Transact Code   | se Securiti<br>, calls, wa<br>5. Nu<br>Deriv<br>Secu<br>Acqu<br>or Di<br>(D)                     | des Acquarrants, cumber of vative rities alired (A) isposed of         | Person in this a curred, Dispoptions, c  6. Date and Ex (Month        | ns who form arently values   | or Beneale secur              | equired to<br>B control n   | ned Amount                 | 8. Price of                           | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following                              | 10.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)                | 11. Natu<br>of Indire<br>Benefici<br>Ownersh<br>(Instr. 4) |
| 1. Title of<br>Derivative<br>Security                     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative             | 3. Transaction Date        | Table II -  3A. Deemed Execution Date, is  | Derivative (e.g., puts, 4. Transact Code   | se Securiti<br>, calls, wa<br>5. Nu<br>Deriv<br>Secu<br>Acqu<br>or Di<br>(D)                     | des Acquirrants, oumber of varive rities aired (A) isposed corr. 3, 4, | Person in this a curred, Dispoptions, c  6. Date and Ex (Month        | form arently values of the convertibution of | or Beneale secur              | equired to<br>B control n<br>eficially Own<br>ities)  7. Title and<br>of Underlyi<br>Securities   | ned Amount                 | 8. Price of Derivative Security       | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s | 10.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | 11. Natu<br>of Indire<br>Benefici<br>Ownersh<br>(Instr. 4) |
| 1. Title of<br>Derivative<br>Security                     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative             | 3. Transaction Date        | Table II -  3A. Deemed Execution Date, is  | Derivative (e.g., puts, 4. Transact Code   | e Securiti<br>, calls, wa<br>5. Nu<br>ion Deriv<br>Secu<br>) Acqu<br>or Di<br>(D)<br>(Instrand 5 | des Acquirrants, oumber of varive rities aired (A) isposed corr. 3, 4, | Persoi in this a curre ired, Dispositions, c 6. Date and Ex (Month) f | ns who form arently values on the consection of the consec   | or Benedle securable Date ar) | equired to<br>B control n<br>eficially Own<br>ities)  7. Title and<br>of Underlyi<br>Securities   | ned Amount                 | 8. Price of Derivative Security       | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported                  | 10.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | 11. Natu<br>of Indire<br>Benefici<br>Owners!<br>(Instr. 4  |

### **Reporting Owners**

|  | Relationships |              |         |       |  |
|--|---------------|--------------|---------|-------|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer | Other |  |
| HAWKINS PHILIP L<br>C/O PROLOGIS, INC.<br>PIER 1, BAY 1<br>SAN FRANCISCO, CA 94111 | X             |              |         |       |  |

#### **Signatures**

| /s/ Tammy Colvocoresses, attorney-in-fact for Philip L. Hawkins | 01/03/2020 |
|---|------------|
| **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.

1) DEUs 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 grant date (generally in May each year). The receipt of such DEUs is deferred along with 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.

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.