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

| OMB APPROVAL | | | | | |
|-----------------------|-----------|--|--|--|--|
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| hours per response | 0.5 | | | | |

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

| Responses) | | | | | | | | | | | | | | | |
|---|---|---|--|--|--|---|--|--|--------------------------------|---|---|--|--|--|---|
| Name and Address of Reporting Person LYONS IRVING F III | | | | 2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| C/O PROLOGIS, INC., PIER 1, BAY 1 (Street) | | | | | | | | | | Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person | | | | | |
| | | | | | | | | | | | | | | | |
| NCISCO, (| | (7:) | | | | | | | | | _ r orm med by w | lore man one ic | eporting rerson | | |
| | (State) | (Zip) | | | Ta | ble I · | - Non-Dei | ivative S | ecurit | ties Acquire | d, Disposed o | of, or Benef | icially Owned | | |
| 1.Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year | Execution Execut | ecution Date, if | | de | (A) or Disposed | | Owned Follow Transaction(s) | | | | Ownership of Form: | Beneficial | |
| | (A) or | | str. 3 and 4) | | 0 | r Indirect (| Ownership Instr. 4) | | | | | | | | |
| | ersion Date Execuercise (Month/Day/Year) any (Montative | 3A. Deemed Execution Date, if any | (e.g., puts, calls, 4. 5. N f Transaction Der Code Sec f) (Instr. 8) Acc Dis (Instr. 8) | | 5. Number Derivative Securities Acquired Disposed | Ils, warrants, op 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Instr. 3, 4, and | | 6. Date Exercisable and Expiration Date Un | | 7. Title and Underlying | Amount of Securities | | | Form of Derivativ Security: | (Instr. 4) |
| | | | Code | V | (A) | (D) | Date Exercisa | | | Title | Amount or Number of Shares | | | or Indirect (I) (Instr. 4) | t |
| \$ 0 (1) | 06/30/2020 | 06/30/2020 | A | | 56.7036 | 5 | (1) | | (1) | Common Stock | 56.7036 | \$ 0 (1) | 9,181.0823 | D | |
| \$ 0 (2) | 06/30/2020 | 06/30/2020 | A | | 120.353 | 9 | (2) | | <u>(2)</u> | Common Stock | 120.3539 | \$ 0 (2) | 19,486.951 | 5 D | |
| | 2. Conversion or Exercise Price of Derivative Security | Address of Reporting Person* RVING F III (First) OGIS, INC., PIER 1, BAY (Street) NCISCO, CA 94111 (State) Purity 2. Conversion or Exercise Price of Derivative Security \$ 0 (1) 06/30/2020 | Address of Reporting Person—RVING F III (First) (Middle) OGIS, INC., PIER 1, BAY 1 (Street) NCISCO, CA 94111 (State) (Zip) Purity 2. Transaction Date (Month/Day/Year) Poort on a separate line for each class of securities beautiful and the conversion of Exercise Price of Derivative Security \$ 0 (1) 06/30/2020 06/30/2020 | Address of Reporting Person* RVING F III Prologic (First) (Middle) 3. Date on 06/30/2 (Street) 4. If Ame (Morth/Day/Year) Purity 2. Transaction Date (Month/Day/Year) Proport on a separate line for each class of securities beneficially (Month/Day/Year) Table II - Derivative Security Table II - Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code \$ 0 (1) 06/30/2020 06/30/2020 A | Address of Reporting Person* RVING F III Prologis, In C. (First) (Middle) OGIS, INC., PIER 1, BAY 1 (Street) NCISCO, CA 94111 (State) 2. Transaction Date (Month/Day/Year) Prort on a separate line for each class of securities beneficially own or Exercise Price of Derivative Security Table II - Derivative Security Table II - Derivative Securities Deneficially own (Month/Day/Year) A. Deemed Execution Date (E.g., puts, center) A. Dermed Execution Date (Instr. 8) Code V \$ 0 (1) 06/30/2020 06/30/2020 A | Address of Reporting Person 2. Issuer Name and Tic Prologis, Inc. [PLD] OGIS, INC., PIER 1, BAY 1 (Street) NCISCO, CA 94111 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Poport on a separate line for each class of securities beneficially owned directly Table II - Derivative Securities & (e.g., puts, calls, warra and Tic Prologis, Inc. [PLD] 3. Date of Earliest Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warra and Tic Prologis, Inc. [PLD] 3. Date of Earliest Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Table II - Derivative Securities & (e.g., puts, calls, warra and Tic Prologis, Inc. [PLD] 3. Date of Earliest Transaction Date (Instr. 8) 4. Transaction Derivative Securities (Month/Day/Year) Code (Instr. 8) Code (Instr. 3, 4 5) Code (Instr. 3, 4 5) | Address of Reporting Person 2 Prologis, Inc. [PLD] Address of Reporting Person 2 Prologis, Inc. [PLD] Address of Reporting Person 3 Prologis, Inc. [PLD] Address of Reporting Person 4 Prologis, Inc. [PLD] Address of Reporting Person 2 Prologis, Inc. [PLD] Address of Reporting Person 3 Prologis, Inc. [PLD] Address of Reporting Person 2 Prologis, Inc. [PLD] Address of Earliest Transaction 06/30/2020 A Deemed Execution Date, if Question Date of Derivative Securities Acquired (a.g., puts, calls, warrants, or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Code (Instr. 8) Code V (A) (D) \$ 0 (1) 06/30/2020 06/30/2020 A 56.7036 | Address of Reporting Person 2 RVING F III Code Code | Address of Reporting Person 2 | Address of Reporting Person* RVING F III COGIS, INC., PIER 1, BAY 1 (Street) NCISCO, CA 94111 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Persons who respons this form are not recurrently valid OMB Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible secur Code (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) A S. Number of Dare Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) Code V (A) Date Exercisable Date (Month/Day/Year) Code V (A) Date Exercisable Date Expiration Date (Month/Day/Year) Code V (A) Date Exercisable Date Expiration Date (Month/Day/Year) Code V (A) Date Exercisable Date Expiration Date (Month/Day/Year) Code V (A) Date Exercisable Expiration Date (Month/Day/Year) Code (Month/Day/Year) Code (Nonth/Day/Year) Code (Nonth/Day/Year) | Address of Reporting Person 2 VING F III | Address of Reporting Person 2 EVING F III Prologis, Inc. [PLD] (Street) (Street) NCISCO, CA 94111 (Stute) 2. Tansaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) (A) or Price Persons who respond to the collection of this form are not required to respond unle currently adil OMB control number. Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. South Only (A) or Disposed of, Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Number of Date or Exercises (Month/Day/Year) (Month/Day/Year) (Month/Day/Year | Address of Reporting Person* EVING F III OGIS, INC., PIER 1, BAY 1 (State) 2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD] (Succet) A. Date of Earliest Transaction (Month/Day/Year) (State) (State) 2. It Amendment, Date Original Filed(Month/Day/Year) (State) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 3, 4 and 4) (Instr. 3, 4 and 4) (Instr. 3 and 4) (Instr. 5) (Instr. 3 and 4) (Instr. 5) (Instr. 3 and 4) (Instr. 5) (Instr. 5) | Address of Reporting Person 2 VING F III 2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD] 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2020 4. If Amendment, Date Original FiledMonth/Day/Year) 06/30/2020 4. If Amendment, Date Original FiledMonth/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Obsposed of, Observative Securities Acquired (Month/Day/Year) (Month/ | Address of Reporting Persons* Comparison of File Concept |

| | Relationships | | | | | |
|--|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| LYONS IRVING F III C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111 | X | | | | | |

Signatures

| /s/ Tammy Colvocoresses attorney in fact for Irving F. Lyons III | 07/02/2020 |
|--|------------|
| 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 previous service on the board of ProLogis, our merger partner, and assumed by us in June 2011. DEUs accrue on outstanding DSUs at the Prologis common stock dividend rate at the time dividends are paid on Prologis common stock. DEUs vest upon issuance and the receipt (1) June 2011. DEUs accrue on outstanding DSOs at the Prologis common stock dividend rate at the time dividends are paid on Prologis common stock at the rate of of such DEUs is deferred, as are the underlying DSUs, during the period the reporting person serves as a director. 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 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 and the underlying DSUs vest 100% on the earlier of (2) 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.