| FORM | 4 |
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| Check this box if no |
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| longer subject to |
| Section 16. Form 4 or |
| Form 5 obligations |
| may continue. See |
| Instruction 1(b). |
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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 of Type Responses) | | | | | | | | | | |
|--|--|--|------------|-----------|---|--|---|------------------|--|-------------------------|
| 1. Name and Address of Reporting Persor Curless Michael S | 2. Issuer Name an Prologis, Inc. [P | | Tradi | ing Symbo | ol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | |
| (Last) (First) C/O PROLOGIS, INC., PIER 1, E | 3. Date of Earliest Transaction (Month/Day/Year) 03/18/2021 | | | | | | X_Officer (give title below)Other (specify below) Chief Customer Officer | | | |
| (Street) SAN FRANCISCO, CA 94111 | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| Title of Security 2. Transaction Date (Month/Day/Year | | Execution Date, if any | (Instr. 8) | tion | (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | Transaction(s) | Ownership Form: of Indire Beneficia | Beneficial |
| | | (Month/Day/Year) | Code | v | Amount | (A) or (D) | Price | (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |

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 in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

(e.g., puts, calls, warrants, options, convertible securities)

| | (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|-------------|---|------------------|--------------------|--------------|------------|---------------------|------------------|---------------------|-----------------------------|--------------|--------------|------------|----------------|-------------|-------------|
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. 5. Number | | 6. Date Exercisable | | 7. Title and Amount | | 8. Price of | 9. Number of | 10. | 11. Nature | | |
| Derivative | Conversion | Date | Execution Date, if | Transact | ion | of | | and Expirati | on Date | of Underlyin | ıg | Derivative | Derivative | Ownership | of Indirect |
| Security | or Exercise | (Month/Day/Year) | any | Code | Derivative | | (Month/Day/Year) | | Securities | | Security | Securities | Form of | Beneficial | |
| (Instr. 3) | Price of | Ì Í | (Month/Day/Year) | (Instr. 8) |) | Securiti | | | (Instr. 3 and 4) (Instr. 5) | | Beneficially | Derivative | Ownership | | |
| Ĩ. | Derivative | | Č Č | . , | | Acquire | | | · · · · | | Ì, | Owned | Security: | (Instr. 4) | |
| | Security | | | | | (A) or | | | | | | | Following | Direct (D) | |
| | 5 | | | | | Dispose | ed | | | | | | 0 | or Indirect | |
| | | | | | | of (D) | | | | | | | Transaction(s) | (I) | |
| | | | | | | (Instr. 3 | . 4. | | | | | | · · · | (Instr. 4) | |
| | | | | | | and 5) | , , | | | | | | | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | Amount | | | | |
| | | | | | | | | Date | Expiration | T : 1 | or | | | | |
| | | | | | | | | Exercisable | Date | Title | Number | | | | |
| | | | | ~ . | | | | | | | of | | | | |
| | | | | Code | V | (A) | (D) | | | | Shares | | | | |
| LTIP | | | | | | | | | | Common | | | | | |
| | \$ 0 <u>(2)</u> | 03/18/2021 | 03/18/2021 | Α | | 2,011 | | (2) | <u>(2)</u> | | 2,011 | \$ 0.01 | 781,661 | D | |
| Units (1) | | | | | | | | | | Stock | | | | | |

Reporting Owners

| | Relationships | | | | | | | |
|---|---------------|--------------|------------------------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| Curless Michael S C/O PROLOGIS, INC., PIER 1, BAY 1 SAN FRANCISCO, CA 94111 | | | Chief Customer Officer | | | | | |

Signatures

| /s/ Tammy Colvocoresses, attorney in fact for Michael S. Curless | 03/19/2021 |
|--|------------|
| **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) Represents LTIP Units of Prologis, L.P. (the "LTIP Units") which vest 25% on each of 3/18/2022, 3/18/2023, 3/18/2024 and 3/18/2025, subject to continued employment. The LTIP Units were issued to the reporting person pursuant to the Prologis, Inc. 2020 Long-Term Incentive Plan (the "2020 LTIP").

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

(2) presented for redemption, at the election of the holder, 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.

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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