SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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* FOTIADES GEORGE L				Name <b>and</b> Ticker gis, Inc. [ PLD	0,	lool	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) (First)		(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/30/2022				Officer (give title below)		(specify			
C/O PROLOGIS, INC. PIER 1, BAY 1			4. If Ame	ndment, Date of O	riginal Filed (Mo	nth/Day/Year)	6. Indiv	idual or Joint/Group F Form filed by One	Reporting Person	,			
(Street)								Form filed by More	than One Report	ng Person			
SAN FRANCISCO	СА	94111											
(City)	(State)	(Zip)											
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3) 2. Tran				2A. Deemed	3.	4. Securities Acquired (A) o	r	5. Amount of	6. Ownership	7. Nature of			

	1. Title of Security (Instr. 3)	2. Transaction	2A. Deemed	3.		4. Securities Ac	quired (A	) or	5. Amount of	6. Ownership	7. Nature of	
		Date	Execution Date,	Date, Transaction		Disposed Of (D) (Instr. 3, 4 and 5)			Securities	Form: Direct (D)	Indirect	
		(Month/Day/Year)	if any	Code (Instr.		· · ·		-	Beneficially Owned	or Indirect (I)	Beneficial	
			(Month/Day/Year)	8)						(Instr. 4)	Ownership	
							(A) or		Transaction(s)		(Instr. 4)	
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)		1	
Į							(-)	I		1		
	Table II - Derivative Securities Acquired Disposed of or Beneficially Owned											

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(e.g., puts, calls, warrants, options, convertible securities)												

								-							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (In 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration D (Month/Day/\	Date Securities Un		derlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Dividend Equivalent Units	<b>\$0.00</b> <sup>(1)</sup>	12/30/2022	12/30/2022	A		146.8932		(1)	(1)	Common Stock	146.8932	\$0.00 <sup>(1)</sup>	21,107.981	D	
Dividend Equivalent Units - NQDC	<b>\$0.00</b> <sup>(2)</sup>	12/30/2022	12/30/2022	A		258.6534		(2)	(2)	Common Stock	258.6534	\$0.00 <sup>(2)</sup>	37,167.498	D	
Dividend Equivalent Units - NQDC	\$0.00 <sup>(3)</sup>	12/30/2022	12/30/2022	A		96.7552		(3)	(3)	Common Stock	96.7552	\$0.00 <sup>(3)</sup>	13,903.3356	D	
Dividend Equivalent Units	\$0.00 <sup>(4)</sup>	12/30/2022	12/30/2022	A		183.2667		(4)	(4)	Common Stock	183.2667	\$0.00 <sup>(4)</sup>	26,334.7219	D	

## Explanation of Responses:

1. 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 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.

2. 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 the first anniversary of the grant date or the first annual meeting of the stockholders of Prologis 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.

3. 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 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.

4. Represents DEUs earned on phantom shares associated with previous service on the board of ProLogis, our merger partner, and assumed by us in June 2011. DEUs accrue on outstanding phantom shares at the Prologis common stock dividend rate at the time dividends are paid on Prologis common stock. DEUs vest upon issuance and the receipt of such DEUs is deferred in accordance with the deferral election made by the reporting person applicable to the underlying phantom shares. 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. Balance in column 9 includes phantom shares and DEUs.

Remarks:

/s/ Tammy Colvocoresses attorney in fact for George L. Fotiades 01/04/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.