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 0.5 hours per response:

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 [*] SKELTON JEFFREY L					2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD]									tionship of F all applicab Director	,		vner	
(Last)					3. Date of Earliest Transaction (Month/Day/Year) 12/30/2022									Officer (give title below)			Other (specify below)	
C/O PROLOGIS, INC. PIER 1, BAY 1					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(Street) SAN CA FRANCISCO		ç	4111											Form file	d by More	than C	One Reportin	g Person
(City)	(State	·) (Zip)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Tran Date (Month					tion y/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispo Code (Instr.			rities Acquired (A) or ed Of (D) (Instr. 3, 4 and 5			5. Amount Securities Beneficiall Following Transactio	y Owned or li Reported (Ins		vnership : Direct (D) direct (I) : 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount	Amount (A) or (D)		Price	(Instr. 3 and 4)				、,
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/Yea	Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount o Securities Underlying Derivative Security (In 3 and 4)		ying	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securitie Beneficia Owned Following Reported Transact	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisabl		xpiration ate	Title	Nu	nount or umber of nares		(Instr. 4)	1011(5)		
Dividend Equivalent Units - NQDC	\$0.00 ⁽¹⁾	12/30/2022	12/30/2022	A		37.9717		(1)		(1)	Common Stock	3	7.9717	\$0.00 ⁽¹⁾	5,456.3	831	D	

Explanation of Responses:

1. 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 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.

Remarks:

/s/ Tammy Colvocoresses attorney 01/04/2023 in fact for Jeffrey L. Skelton

** 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.