FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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	OMB Number:	3235-0287
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ı	hours per response:	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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [ PLD ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	est) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/31/2023	X	Director Officer (give title below)	10% Owner Other (specify below)		
C/O PROLOGIS, PIER 1, BAY 1 (Street)	INC.		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individ	dual or Joint/Group Filing (Chec Form filed by One Reporting Form filed by More than One	Person		
SAN FRANCISCO	CA	94111	Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contra	ct, instructi	ion or written plan that is intended	to satisfy the		
(City)	(State)	(Zip)	☐ affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

, (,	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Amount (A) or Price			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 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)		4. Transac Code (Ir 8)		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 of Securities Underlying Derivative Security (Instr. 3 and 4)		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	\$0.00 <sup>(1)</sup>	03/31/2023	03/31/2023	A		147.1823		(1)	(1)	Common Stock	147.1823	\$0.00 <sup>(1)</sup>	21,255.1633	D	
Dividend Equivalent Units - NQDC	\$0.00 <sup>(2)</sup>	03/31/2023	03/31/2023	A		259.1625		(2)	(2)	Common Stock	259.1625	\$0.00 <sup>(2)</sup>	37,426.6605	D	
Dividend Equivalent Units - NQDC	\$0.00 <sup>(3)</sup>	03/31/2023	03/31/2023	A		96.9456		(3)	(3)	Common Stock	96.9456	\$0.00 <sup>(3)</sup>	14,000.2812	D	
Dividend Equivalent Units	\$0.00 <sup>(4)</sup>	03/31/2023	03/31/2023	A		183.6276		(4)	(4)	Common Stock	183.6276	\$0.00 <sup>(4)</sup>	26,518.3495	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 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.
- 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

\*\* Signature of Reporting Person

04/04/2023

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.