Prologis, Inc. Form 4 May 06, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

(City)

Security

(Instr. 3)

1. Name and Address of Reporting Person * SKELTON JEFFREY L

> (First) (Middle)

C/O PROLOGIS, INC., PIER 1, BAY 1

(Street)

2. Issuer Name and Ticker or Trading Symbol

Prologis, Inc. [PLD]

3. Date of Earliest Transaction

(Month/Day/Year) 05/04/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires: 2005

Estimated average burden hours per

response...

0.5

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

5. Amount of

Securities

Beneficially

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

SAN FRANCISCO, CA 94111

(State)

1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

Edgar Filing: Prologis, Inc. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units-NQDC	\$ 0 (1)	05/04/2016	05/04/2016	A	3,596	<u>(1)</u>	<u>(1)</u>	Common Stock	3,596

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of the remaining frame of	Director	10% Owner	Officer	Other			
SKELTON JEFFREY L							
C/O PROLOGIS, INC.	X						
PIER 1, BAY 1	Λ						
SAN FRANCISCO, CA 94111							

Signatures

/s/ Tammy Colvocoresses attorney in fact for Jeffrey L.
Skelton
05/06/2016

**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).

Deferred Stock Units (DSUs) granted May 4, 2016 which vest 100% on the earlier of the first anniversary of the grant date, or the first annual meeting of the stockholders of Prologis that occurs after the grant date, and are deferred under the Prologis, Inc. Nonqualified

(1) Deferred Compensation Plan until May 4, 2019. DSUs earn dividend equivalent units (DEUs) when distributions are declared on Prologis common stock and have no exercisable or expiration date. DSUs and accrued DEUs are convertible into Prologis common stock on a 1-for-1 basis. 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.

Reporting Owners 2