Edgar Filing: Palazzolo Lori A - Form 4

Palazzolo Loi	ri A									
Form 4	10									
March 18, 20								OMP	APPROVAL	
FORM	4 UNITED	STATES			AND EXCHAN , D.C. 20549	NGE CO	OMMISSIO	-	3235-02	87
Check this				8	,			Expires:	January 3	
if no longer subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				F Estimate burden h	Estimated average burden hours per response (
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17((a) of the l	Public U	tility Ho	he Securities Ex Iding Company t Company Act	Act of 1	935 or Sect	,		
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> Palazzolo Lori A			2. Issuer Name and Ticker or Trading Symbol Prologis, Inc. [PLD]			0	5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)			
(Last)	(First) (Middle)		of Earliest T	Transaction					
C/O PROLOGIS, INC., PIER 1, BAY 1			(Month/Day/Year) 03/15/2019				Director 10% Owner X Officer (give title Other (specify below) below) Chief Accounting Officer/MD			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SAN FRANC	CISCO, CA 941	11				Ē	Form filed by Person	y More than One	Reporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securit	ties Acqui	red, Disposed	of, or Benefic	ially Owned	
	2. Transaction Date Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	Sec Ber Ow Foll Rep	Amount of urities heficially ned lowing ported nsaction(s)	6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	Indirect	

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.

(Instr. 3 and 4)

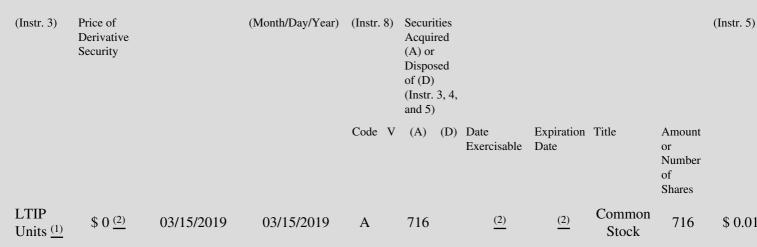
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

or

Code V Amount (D) Price

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Reporting Owners

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
Palazzolo Lori A C/O PROLOGIS, INC. PIER 1, BAY 1 SAN FRANCISCO, CA 94111 Signatures			Chief Accounting Officer/MD				

 /s/ Tammy Colvocoresses, attorney in fact for Lori A.
 03/18/2019

 **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).

Represents LTIP Units of Prologis, L.P. (the "LTIP Units") which vest 25% on each of 3/15/2020, 3/15/2021, 3/15/2022 and 3/15/2023,
(1) subject to continued employment. The LTIP Units were issued to the reporting person pursuant to the Prologis, Inc. 2012 Long-Term Incentive Plan (the"2012 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").

(2) Each Common Unit acquired upon conversion of a vested LTIP Unit may be 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. 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.