

STOKX EDWARD A  
Form 4  
March 24, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES**

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)

1. Name and Address of Reporting Person \*  
STOKX EDWARD A

2. Issuer Name and Ticker or Trading Symbol  
PS BUSINESS PARKS INC/CA [PSB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/22/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & CHIEF FINANCIAL OFFICER

C/O PS BUSINESS PARKS, INC., 701 WESTERN AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

GLENDALE, CA 91201

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 03/22/2010                           |  | M                              |   | 100 A \$ 40.3   | 11,409   | D   |
| Common Stock                    | 03/22/2010                           |  | S                              |   | 100 D \$ 53.52 (3)  | 11,309   | D   |
| Common Stock                    | 03/22/2010                           |  | F                              |   | 463 D \$ 53.32  | 10,846   | D   |
| Common Stock                    | 03/22/2010                           |  | F                              |   | 429 D \$ 53.32  | 10,417 (1)   | D   |
| Common Stock                    | 03/23/2010                           |  | M                              |   | 15,508 A \$ 40.3  | 25,925 (1)   | D   |

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|              |            |   |        |   |                  |                       |                       |   |
|--------------|------------|---|--------|---|------------------|-----------------------|-----------------------|---|
| Common Stock | 03/23/2010 | S | 15,508 | D | \$<br><u>(4)</u> | 53.604                | 10,417 <sup>(1)</sup> | D |
| Common Stock | 03/24/2010 | M | 19,392 | A | \$ 40.3          | 29,809 <sup>(1)</sup> | D                     |   |
| Common Stock | 03/24/2010 | S | 19,392 | D | \$<br><u>(5)</u> | 53.851                | 10,417 <sup>(1)</sup> | D |

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.**

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(9-02)

**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. Transaction Code (Instr. 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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 40.3  | 03/22/2010                           |  | M                              | 100   | 12/15/2004 12/15/2013                                    | Common Stock  | 100                        |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 40.3  | 03/23/2010                           |  | M                              | 15,508  | 12/15/2004 12/15/2013                                    | Common Stock  | 15,508                     |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 40.3  | 03/24/2010                           |  | M                              | 19,392  | 12/15/2004 12/15/2013                                    | Common Stock  | 19,392                     |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 52.35   |                                      |  |                                |   | 03/15/2011 03/15/2020                                    | Common Stock  | 35,000                     |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| STOKX EDWARD A<br>C/O PS BUSINESS PARKS, INC.<br>701 WESTERN AVENUE<br>GLENDALE, CA 91201 |               |           | EVP & CHIEF FINANCIAL OFFICER |       |

## Signatures

/s/ Edward A.  
Stokx

03/24/2010

\*\*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).
- (1) Includes 3,534 restricted stock units.
- (2) Stock Options granted pursuant to the 2003 Stock Option and Incentive Plan.  
Represents weighted average purchase price. These shares were sold at prices ranging between \$53.52 and \$53.53. Full information regarding the number of shares purchased at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- (3) Represents weighted average purchase price. These shares were sold at prices ranging between \$53.50 and \$53.74. Full information regarding the number of shares purchased at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- (4) Represents weighted average purchase price. These shares were sold at prices ranging between \$53.50 and \$54.21. Full information regarding the number of shares purchased at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- (5)

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.