

RUSSELL JOSEPH D JR

Form 4

March 21, 2011

**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 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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RUSSELL JOSEPH D JR

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)  
03/17/2011

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

PRESIDENT / CEO

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

GLENDAL, CA 91201-2397

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3)                                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                                                        | 03/17/2011                              |                                                             | F                                       | 569                                                                     | D<br>\$<br>57.15                                                                                                   | 30,951 <sup>(1)</sup>                                                   | D                                                                 |
| Depository<br>Shares<br>Representing<br>Series H<br>Preferred<br>Stock |                                         |                                                             |                                         |                                                                         | 2,000                                                                                                              | I                                                                       | By IRA<br><sup>(3)</sup>                                          |
| Depository<br>Shares<br>Representing                                   |                                         |                                                             |                                         |                                                                         | 300                                                                                                                | I                                                                       | By 401k<br><sup>(4)</sup>                                         |

Series H  
Preferred  
Stock

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)       | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. F<br>Der<br>Sec<br>(In |
|-----------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|---------------------------|
|                                                           |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                           |
| Stock<br>Option<br>(right to<br>buy) <sup>(2)</sup>       | \$ 52.35                                                              |                                         |                                                             |                                         |                                                                                                                       | 03/15/2011                                                     | 03/15/2020         | Common<br>Stock                                                     | 65,000                              |                           |
| Stock<br>Option<br>(right to<br>buy) <sup>(2)</sup>       | \$ 43.75                                                              |                                         |                                                             |                                         |                                                                                                                       | 08/05/2006                                                     | 08/05/2015         | Common<br>Stock                                                     | 50,000                              |                           |
| Stock<br>Option<br>(right to<br>buy)<br>(Common<br>Stock) | \$ 34.34                                                              |                                         |                                                             |                                         |                                                                                                                       | 09/09/2003                                                     | 09/09/2012         | Common<br>Stock                                                     | 5,000                               |                           |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |                 |       |
|----------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                    | Director      | 10% Owner | Officer         | Other |
| RUSSELL JOSEPH D JR<br>C/O PS BUSINESS PARKS, INC. | X             |           | PRESIDENT / CEO |       |

701 WESTERN AVENUE  
GLENDALE, CA 91201-2397

## Signatures

/s/ Joseph D.

03/21/2011

Russell, Jr.

\_\_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 4,500 restricted stock units
- (2) Stock options granted pursuant to the 2003 Stock Option and Incentive Plan
- (3) By a custodian of an IRA for benefit of reporting person
- (4) By a custodian of a 401k for benefit of reporting person's wife

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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