

Pham Wayne N
Form 4
June 29, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden 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 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 *
Pham Wayne N

2. Issuer Name and Ticker or Trading Symbol
MISSION WEST PROPERTIES INC [MSW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10050 BANDLEY DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Finance

CUPERTINO, CA 95014

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

(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 | (D) | Price |
| Common Stock, par value \$.001 per share | 06/28/2006 | | M | | 12,200 | A | \$ 8.25 12,200 |
| Common Stock, par value \$.001 per share | 06/28/2006 | | S | | 12,200 | D | \$ 11.0759 0 |

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 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Options (Right to Buy) | \$ 8.25 | 06/28/2006 | | M | 12,200 | 03/14/2001 ⁽¹⁾ | 12/31/2006 | Common Stock |
| Employee Stock Options (Right to Buy) | \$ 10 | 04/27/2005 | | A | 100,000 | ⁽³⁾ | 04/27/2011 | Common Stock |
| Employee Stock Options (Right to Buy) | \$ 13 | 10/17/2000 | | A | 72,000 | 12/17/2000 | 10/17/2006 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pham Wayne N 10050 BANDLEY DRIVE CUPERTINO, CA 95014 | | | Vice President, Finance | |

Signatures

Wayne Pham 06/29/2006
 **Signature of Date
 Reporting Person

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) The options exercised were included in options granted under the issuer's stock option plan on March 14, 2000, which became exercisable beginning on March 14, 2001.
 - (2) Following the reported transaction the reporting person holds 67,800 fully vested options that expire on December 31, 2006 with an exercise price of \$8.25.
 - (3) Options to purchase 11,111 shares of common stock vest on the date of grant; and options to purchase 2,778 shares of common stock vest monthly from 5/1/05 to 12/31/07.
 - (4) No transaction is reported. Reported for information only.
 - (5) These options were granted under the issuer's stock option plan on October 17, 2000 and are fully vested year to date.

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.