

KROPP JAMES H
Form 4
May 06, 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 *
KROPP JAMES H

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)
05/06/2010

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

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 91201-2397

(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 | | | | | 4,491 | I | by IRA (1) |
| Common Stock | 05/06/2010 | | M | 1,000 A \$ 23.75 | 6,334 | D | |
| Common Stock | 05/06/2010 | | S | 400 A \$ 58.4306 (4) | 5,934 | D | |
| Depository Shares Representing | | | | | 1,000 | I | by IRA (1) |

Series I
Preferred
Stock

Depository
Shares

Representing
Series L
Preferred
Stock

1,000

I

by IRA
(1)

Depository
Shares

Representing
Series P
Preferred
Stock

1,000

I

by IRA
(1)

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽²⁾ | \$ 60.82 | | | V | (A) | 05/03/2011 05/03/2020 | Common Stock | 2,000 |
| Stock Option (right to buy) ⁽²⁾ | \$ 43.84 | | | V | (A) | 05/04/2010 05/04/2019 | Common Stock | 2,000 |
| Stock Option (right to | \$ 57.79 | | | V | (A) | 05/05/2009 05/05/2018 | Common Stock | 2,000 |

| | | | | | | | | | | |
|---|----------|------------|--|---|-------|------------|------------|-----------------|-------|--|
| buy) ⁽²⁾ | | | | | | | | | | |
| Stock Option (right to buy) ⁽²⁾ | \$ 68.9 | | | | | 04/30/2008 | 04/30/2017 | Common Stock | 2,000 | |
| Stock Option (right to buy) ⁽²⁾ | \$ 51.25 | | | | | 05/01/2007 | 05/01/2016 | Common Stock | 2,000 | |
| Stock Option (right to buy) ⁽²⁾ | \$ 39.95 | | | | | 05/03/2006 | 05/03/2015 | Common Stock | 2,000 | |
| Stock Option (right to buy) ⁽²⁾ | \$ 39.26 | | | | | 05/04/2005 | 05/04/2014 | Common Stock | 2,000 | |
| Stock Option (right to buy) ⁽²⁾ | \$ 32.48 | | | | | 05/06/2004 | 05/06/2013 | Common Stock | 2,000 | |
| Stock Option (right to buy) ⁽³⁾ | \$ 35.43 | | | | | 05/14/2003 | 05/14/2012 | Common Stock | 1,000 | |
| Stock Option (right to buy) ⁽³⁾ | \$ 26.4 | | | | | 05/08/2002 | 05/08/2011 | Common Stock | 1,000 | |
| Stock Option (right to buy) | \$ 23.75 | 05/06/2010 | | M | 1,000 | 05/09/2001 | 05/09/2010 | Common Stock | 1,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KROPP JAMES H C/O PS BUSINESS PARKS, INC. 701 WESTERN AVENUE GLENDALE, CA 91201-2397 | X | | | |

Signatures

/s/ Stephanie G. Heim, Attorney
in Fact

05/06/2010

__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) By a custodian of an IRA for benefit of the reporting person.
 - (2) Stock Options granted pursuant to the 2003 Stock Option and Incentive Plan; options vest in 5 equal annual installments beginning 1 year from date of grant.
 - (3) Stock Options granted pursuant to the 1997 Stock Option and Incentive Plan; options vest in 3 equal annual installments beginning 1 year from date of grant.
- Represents weighted average purchase price. These shares were sold at prices ranging between \$58.4210 and \$58.4480. Full information
- (4) 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.

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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