

FRIEDMAN ARTHUR M
 Form 4
 May 04, 2009

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 *
 FRIEDMAN ARTHUR M

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)
 05/04/2009

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 12,000 ⁽⁵⁾ | I | As Trustee ⁽¹⁾ |
| Common Stock | | | | | 500 | I | By SEP IRA ⁽²⁾ |
| Depository Shares Representing Series H Preferred Stock | | | | | 3,385 | I | As Trustee ⁽¹⁾ |

| | | | |
|--|-------|---|--------------------------|
| Depository Shares Representing Series I Preferred Stock | 3,200 | I | As Trustee <u>(1)</u> |
|--|-------|---|--------------------------|

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) <u>(3)</u> | \$ 43.84 | 05/04/2009 | | A | 2,000 | 05/04/2010 05/04/2019 | Common Stock | 2,000 | |
| Stock Option (right to buy) <u>(3)</u> | \$ 57.79 | | | | | 05/05/2009 05/05/2018 | Common Stock | 2,000 | |
| Stock Option (right to buy) <u>(3)</u> | \$ 68.9 | | | | | 04/30/2008 04/30/2017 | Common Stock | 2,000 | |
| Stock Option (right to buy) <u>(3)</u> | \$ 51.25 | | | | | 05/01/2007 05/01/2016 | Common Stock | 2,000 | |
| Stock Option (right to buy) <u>(3)</u> | \$ 39.95 | | | | | 05/03/2006 05/03/2015 | Common Stock | 2,000 | |

| | | | | | |
|---|----------|------------|------------|--------------|-------|
| Stock Option (right to buy) ⁽³⁾ | \$ 39.26 | 05/04/2005 | 05/04/2014 | Common Stock | 2,000 |
| Stock Option (right to buy) ⁽³⁾ | \$ 32.48 | 05/06/2004 | 05/06/2013 | Common Stock | 2,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 35.43 | 05/14/2003 | 05/14/2012 | Common Stock | 1,000 |
| Stock Option (right to buy) ⁽⁴⁾ | \$ 26.4 | 05/08/2002 | 05/08/2011 | Common Stock | 1,000 |

Reporting Owners

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

Signatures

| | |
|--|------------|
| /s/ Stephanie G. Heim, Attorney in Fact | 05/04/2009 |
| **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 Arthur M. and Francine Friedman, trustees of the Friedman Family Trust.
- (2) By a custodian of a SEP IRA for benefit of the reporting person.
- (3) 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.
- (4) 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.
- (5) Includes 2000 shares previously reported as direct holdings.

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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