

RUSSELL JOSEPH D JR  
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 \*  
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)  
03/22/2010

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

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)  | Price   |  |  |
|   |                                      |  | Code                           | V   | Amount  |  |  |
| Common Stock  | 03/22/2010                           |  | F                              |   | 1,101   | D  |  |
|   |                                      |  |                                |   | \$ 53.32  |  |  |
| Common Stock  | 03/22/2010                           |  | F                              |   | 1,101   | D  |  |
|   |                                      |  |                                |   | \$ 53.32  |  |  |
| Depository Shares Representing Series H Preferred Stock |                                      |  |                                |   | 2,000   | I  | By IRA (3)                                 |

Depository  
 Shares  
 Representing  
 Series H  
 Preferred  
 Stock

300                      I                      By 401k  
 (4)

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (right to buy) <sup>(2)</sup> | \$ 52.35   |                                      |  |                                |   | 03/15/2011 03/15/2020                                    | Common Stock  | 65,000  |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 43.75   |                                      |  |                                |   | 08/05/2006 08/05/2015                                    | Common Stock  | 50,000  |
| Stock Option (right to buy) <sup>(2)</sup> | \$ 34.34   |                                      |  |                                |   | 09/09/2003 09/09/2012                                    | Common Stock  | 71,216  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

|          |           |                 |       |
|----------|-----------|-----------------|-------|
| Director | 10% Owner | Officer         | Other |
| X        |           | PRESIDENT / CEO |       |

RUSSELL JOSEPH D JR  
C/O PS BUSINESS PARKS, INC.  
701 WESTERN AVENUE  
GLENDALE, CA 91201-2397

## Signatures

/s/ Joseph D.  
Russell, Jr.

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 9,000 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 cusdodian 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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