

Public Storage  
Form FWP  
October 07, 2016

Issuer Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Statement No. 333-211758

October 6, 2016

**PUBLIC STORAGE**

**14,000,000 DEPOSITARY SHARES**

**EACH REPRESENTING 1/1000 OF A 4.90% CUMULATIVE  
PREFERRED SHARE OF BENEFICIAL INTEREST, SERIES E**

**Final Term Sheet**

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| <b>Issuer:</b>                                   | Public Storage (PSA)   |
| <b>Security:</b>                                 | Depositary Shares Each Representing 1/1000 of a 4.90% Cumulative Preferred Share of Beneficial Interest, Series E                      |
| <b>Size:</b>                                     | 14,000,000 depositary shares   |
| <b>Over-allotment Option:</b>                    | 2,100,000 depositary shares at \$25.00 per depositary shares   |
| <b>Type of Security:</b>                         | SEC Registered Registration Statement No. 333-211758   |
| <b>Public Offering Price:</b>                    | \$25.00 per depositary share; \$350,000,000 total (not including over-allotment option)  |
| <b>Underwriting Discounts:</b>                   | \$0.7875 per share for Retail Orders; \$11,025,000 total   |
| <b>Proceeds to the Company, before expenses:</b> | \$338,975,000 total (not including over-allotment option)  |
| <b>Estimated Company Expenses:</b>               | \$125,000, other than the underwriting discounts   |
| <b>Joint Book-Running Managers:</b>              | Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated<br>Morgan Stanley & Co. LLC<br>UBS Securities LLC<br>Wells Fargo Securities, LLC |
| <b>Underwriting:</b>                             |  |

|   | Number of<br><u>Firm Shares</u> |
|---|---------------------------------|
| Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated | 3,500,000                       |
| Morgan Stanley & Co. LLC                              | 3,500,000                       |
| UBS Securities LLC                                    | 3,500,000                       |
| Wells Fargo Securities, LLC                           | 3,500,000                       |
| Total   | 14,000,000                      |

**Distribution Rights:** 4.90% of the liquidation preference per annum; Distributions begin on December 31, 2016 (prorated from the settlement date)

|                                      |   |
|--------------------------------------|---|
| <b>Redemption:</b>                   | The depositary shares may not be redeemed until on or after October 14, 2021, except in order to preserve our status as a real estate investment trust. |
| <b>Trade Date:</b>                   | October 6, 2016   |
| <b>Settlement Date:</b>              | October 14, 2016 (T+5)  |
| <b>Selling Concession:</b>           | \$0.50/depositary share for Retail Orders   |
| <b>Reallowance to other dealers:</b> | \$0.45/depositary share for Retail Orders   |
| <b>CUSIP Number:</b>                 | 74460W 719  |
| <b>ISIN Number:</b>                  | US74460W7193  |

**The Issuer has filed a registration statement (including a prospectus with the SEC) and prospectus supplement for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement, and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus or prospectus supplement if you request it by calling (i) Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free 1-800-294-1322; (ii) Morgan Stanley & Co. LLC toll-free 1-866-718-1649; (iii) UBS Securities LLC toll-free 1-888-827-7275; or (iv) Wells Fargo Securities, LLC toll-free 1-800-645-3751.**

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