

Public Storage
Form 4
October 09, 2008

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

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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 *
HUGHES B WAYNE ET AL

(Last) (First) (Middle)

C/O PUBLIC STORAGE, 701
WESTERN AVE

(Street)

GLENDALE, CA 91201-2349

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Public Storage [PSA]

3. Date of Earliest Transaction
(Month/Day/Year)
10/07/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 11,204,181 ⁽⁸⁾ | I | As Trustee ⁽¹⁾ |
| Common Stock | | | | | 449,000 | I | GRAT ⁽³⁾ |
| Common Stock | 10/07/2008 | | J ⁽¹¹⁾ | 500,000 ⁽⁸⁾ | D ⁽¹¹⁾ 0 | I | By LLC ⁽²⁾ ⁽⁴⁾ |
| Common Stock | | | | | 1,427 | I | By IRA ⁽⁵⁾ |
| Common Stock | | | | | 1,000,000 | I | By GRAT ⁽⁶⁾ |

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| | | | | | | | | | |
|---|------------|--|-------------------|------------------|---|------|--------------|---|--------------------------|
| Common Stock | 10/07/2008 | | J ⁽¹²⁾ | 1,500,000 (8) | D | (12) | 0 | I | By LLC (2) (9) |
| Common Stock | | | | | | | 400,000 | I | By LLC (10) |
| Common Stock | | | | | | | 562,489.7433 | I | By 401(k) Plan (7) |
| Depository Shares Representing Equity Stock | | | | | | | 52,547 | I | As Trustee (1) |
| Depository Shares Representing Equity Stock | | | | | | | 46 | I | By IRA (5) |
| Depository Shares Representing Equity Stock | | | | | | | 10,449.6441 | I | By 401(k) Plan (7) |

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 of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HUGHES B WAYNE ET AL
C/O PUBLIC STORAGE
701 WESTERN AVE
GLENDALE, CA 91201-2349

X

X

Chairman of the Board

Signatures

/s/ David Goldberg, Attorney
in Fact

10/09/2008

__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 B. Wayne Hughes, trustee for B.W. Hughes Living Trust dated 6/3/77 (the "Living Trust").
- (2) Entities described in notes (4) and (9) below are owned by the Northern Trust Company of Delaware, trustee for B. Wayne Hughes 2008 Irrevocable Intervivos Trust ("NTCD").
- (3) By B. Wayne Hughes, trustee of Wayne Hughes 9-05 Annuity Trust.
- (4) Shares held by American Commercial Equities Two, LLC ("ACE" 2"), of which NTCD is the sole member.
- (5) By custodian of an IRA for the reporting person's benefit.
- (6) By B. Wayne Hughes, trustee of Wayne Hughes 6-07 Annuity Trust.
- (7) 401(k) plan units that represent interests in common stock; based on plan information as of October 6, 2008.
Reflects the following downward adjustments to shares previously reported as owned by the reporting person: an additional 100,000 shares previously owned by the Living Trust were contributed to American Commercial Equities Two, LLC and an additional 300,000 shares previously owned by the Living Trust were contributed to American Commercial Equities Three, LLC.
- (8) Shares held by American Commercial Equities Three, LLC, of which NTCD is the sole member.
- (9) Shares held by Japanese Village, LLC, of which the reporting person is the sole member.
- (10) Represents private sale by NTCD of all of the securities of ACE 2, which is wholly owned by NTCD. ACE 2 owns substantial assets in addition to the shares of Issuer.
- (11) Represents private sale by NTCD of all of the securities of ACE 3, which is wholly owned by NTCD. ACE 3 owns substantial assets in addition to the shares of Issuer.
- (12)

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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