

STOKX EDWARD A
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 *
STOKX EDWARD A

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)
EVP & CHIEF FINANCIAL OFFICER

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/22/2010		M		100 A \$ 40.3	11,409	D
Common Stock	03/22/2010		S		100 D \$ 53.52 (3)	11,309	D
Common Stock	03/22/2010		F		463 D \$ 53.32	10,846	D
Common Stock	03/22/2010		F		429 D \$ 53.32	10,417 (1)	D
Common Stock	03/23/2010		M		15,508 A \$ 40.3	25,925 (1)	D

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Common Stock	03/23/2010	S	15,508	D	\$ <u>(4)</u>	53.604	10,417 ⁽¹⁾	D
Common Stock	03/24/2010	M	19,392	A	\$ 40.3	29,809 ⁽¹⁾	D	
Common Stock	03/24/2010	S	19,392	D	\$ <u>(5)</u>	53.851	10,417 ⁽¹⁾	D

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

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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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy) ⁽²⁾	\$ 40.3	03/22/2010		M	100	12/15/2004 12/15/2013	Common Stock	100
Stock Option (right to buy) ⁽²⁾	\$ 40.3	03/23/2010		M	15,508	12/15/2004 12/15/2013	Common Stock	15,508
Stock Option (right to buy) ⁽²⁾	\$ 40.3	03/24/2010		M	19,392	12/15/2004 12/15/2013	Common Stock	19,392
Stock Option (right to buy) ⁽²⁾	\$ 52.35					03/15/2011 03/15/2020	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOKX EDWARD A C/O PS BUSINESS PARKS, INC. 701 WESTERN AVENUE GLENDALE, CA 91201			EVP & CHIEF FINANCIAL OFFICER	

Signatures

/s/ Edward A.
Stokx

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 3,534 restricted stock units.
- (2) Stock Options granted pursuant to the 2003 Stock Option and Incentive Plan.
Represents weighted average purchase price. These shares were sold at prices ranging between \$53.52 and \$53.53. Full information 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.
- (3) Represents weighted average purchase price. These shares were sold at prices ranging between \$53.50 and \$53.74. Full information 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.
- (4) Represents weighted average purchase price. These shares were sold at prices ranging between \$53.50 and \$54.21. Full information 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.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.