

Public Storage
Form 4
May 22, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUGHES B WAYNE JR

(Last) (First) (Middle)

**C/O PUBLIC STORAGE, 701
WESTERN AVENUE**

(Street)

GLENDALE, CA 91201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2015

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)

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------|
| | | | Code | V | Amount (A) or (D) | Price | | | |
| Common Stock | 05/20/2015 | | S | | 139,500 (1) | \$ 196.7298 (2) | 100,750 (1) | I | By LLC (1) |
| Common Stock | 05/21/2015 | | S | | 64,884 (3) | \$ 195.2724 (4) | 35,866 (3) | I | By LLC (3) |
| Common Stock | 05/22/2015 | | S | | 35,866 (5) | \$ 195.3892 (6) | 0 (5) | I | By LLC (5) |
| Common Stock | | | | | | | 5,000 (17) | D | |

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| | | | |
|--------------|------------------|-------|---------------------------|
| Common Stock | 5,580,655 (1) | I | As Trustee (7) |
| Common Stock | 8,105 | D (8) | |
| Common Stock | 11,348 | D (9) | |
| Common Stock | 65,358 | I | By daughter (10) |
| Common Stock | 3,390 | I | As custodian for son (11) |
| Common Stock | 31,160 | I | By son (12) |
| Common Stock | 233 | I | By wife IRA (13) |
| Common Stock | 444 | I | By wife (14) |
| Common Stock | 44,312 | I | By IRA (15) |
| Common Stock | 17,890 | I | By wife as custodian (16) |
| Common Stock | 300,000 | I | By LLC (17) |

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

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4, and 5)

| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|-----------|-----|-----|--|---------------------|--------------------|-----------------|--|
| Code | V | (A) | (D) | | | | | |
| Stock Option (right to buy) <u>(18)</u> | \$ 187.91 | | | | 04/30/2016 | 04/30/2025 | Common Stock | 5,000 |
| Stock Option (right to buy) <u>(18)</u> | \$ 176.19 | | | | 05/01/2015 | 05/01/2024 | Common stock | 5,000 |
| Stock Option (right to buy) <u>(18)</u> | \$ 164.62 | | | | 05/09/2014 | 05/09/2023 | Common Stock | 5,000 |
| Stock Option (right to buy) <u>(18)</u> | \$ 144.97 | | | | 05/03/2013 | 05/03/2022 | Common Stock | 5,000 |
| Stock Option (right to buy) <u>(18)</u> | \$ 115.96 | | | | 05/05/2012 | 05/05/2021 | Common Stock | 5,000 |
| Stock Option (right to buy) <u>(18)</u> | \$ 94.25 | | | | 05/06/2011 | 05/06/2020 | Common Stock | 5,000 |
| Stock Option (right to buy) <u>(18)</u> | \$ 62.8 | | | | 05/07/2010 | 05/07/2019 | Common Stock | 5,000 |
| Stock Option (right to buy) <u>(18)</u> | \$ 91.81 | | | | 05/08/2009 | 05/08/2018 | Common Stock | 5,000 |
| Stock Option (right to buy) <u>(18)</u> | \$ 74.23 | | | | 08/02/2008 | 08/02/2017 | Common Stock | 2,500 |
| Stock Option (right to buy) <u>(18)</u> | \$ 91.68 | | | | 05/03/2008 | 05/03/2017 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HUGHES B WAYNE JR C/O PUBLIC STORAGE 701 WESTERN AVENUE GLENDALE, CA 91201 | X | X | | |

Signatures

/s/ David Goldberg,
Attorney-in-Fact

05/22/2015

__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) Reporting person is the successor trustee of two trusts for the benefit of his children that own a 50% interest in a limited liability company that sold a total of 279,000 shares and, after this sale, owns a total of 201,500 shares.
Represents weighted average price. These shares were sold at prices ranging between \$196.15 and \$198.00. Full information regarding the number of shares sold 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.
- (2) The limited liability company referred to in footnote 1, sold a total of 129,768 shares and, after this sale, owns a total of 71,732 shares.
Represents weighted average price. These shares were sold at prices ranging between \$197.00 and \$199.40. Full information regarding the number of shares sold 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) The limited liability company referred to in footnote 1, sold a total of 71,732 shares and, after this sale, no longer owns any shares.
Represents weighted average price. These shares were sold at prices ranging between \$195.00 and \$196.18. Full information regarding the number of shares sold 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) By B. Wayne Hughes, Jr., trustee for B. Wayne Hughes, Jr. Living Trust.
- (5) By reporting person and wife as joint tenants.
- (6) By Tamara Hughes Gustavson and B. Wayne Hughes, Jr. - Separate Property.
- (7) By daughter.
- (8) By reporting person as custodian for son.
- (9) By son.
- (10) By custodian of an IRA for benefit of wife.
- (11) By wife.
- (12) By custodian of an IRA for benefit of reporting person.
- (13) By wife as custodian for son.
- (14) Reporting person and wife are trustees of two trusts for the benefit of their children, each of which owns a 50% interest in a limited liability company that owns a total of 300,000 shares.
- (15) Stock Options granted pursuant to the 2007 Equity and Performance-Based Incentive Compensation Plan as Amended. Options vest in three (3) equal annual installments beginning one (1) year from the grant date.

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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