

HAVNER RONALD L JR  
 Form 4  
 June 11, 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 \*  
 HAVNER RONALD L 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)  
 06/09/2010

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

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 Indirect Ownership (Instr. 4) |                                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|--|--------------------------------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |  | (A) or (D)                     |
| Common Stock                    | 06/09/2010                           |  | M                              |   |   | 75,036 | \$ 26.125   | 75,036   | D  |                                |
| Common Stock                    |                                      |  |                                |   |   | 68,548 |   |  | I  | By Family Trust <sup>(1)</sup> |
| Common Stock                    |                                      |  |                                |   |   | 4,000  |   |  | I  | By Foundation <sup>(2)</sup>   |
| Common Stock                    |                                      |  |                                |   |   | 500    |   |  | I  | By IRA <sup>(3)</sup>          |
| Common Stock                    |                                      |  |                                |   |   | 500    |   |  | I  | By IRA <sup>(4)</sup>          |

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|  |        |   |                                   |
|--|--------|---|-----------------------------------|
| Common<br>Stock  |        |   |                                   |
| Depository<br>Shares<br>Representing<br>Series H<br>Preferred<br>Stock | 18,046 | I | By Family<br>Trust <sup>(1)</sup> |
| Depository<br>Shares<br>Representing<br>Series H<br>Preferred<br>Stock | 5,401  | I | By IRA <sup>(3)</sup>             |
| Depository<br>Shares<br>Representing<br>Series H<br>Preferred<br>Stock | 19,107 | I | By IRA <sup>(4)</sup>             |
| Depository<br>Shares<br>Representing<br>Series I<br>Preferred<br>Stock | 7,300  | I | By IRA <sup>(4)</sup>             |
| Depository<br>Shares<br>Representing<br>Series L<br>Preferred<br>Stock | 100    | I | By Family<br>Trust <sup>(1)</sup> |
| Depository<br>Shares<br>Representing<br>Series M<br>Preferred<br>Stock | 6,800  | I | By Family<br>Trust <sup>(1)</sup> |
| Depository<br>Shares<br>Representing<br>Series O<br>Preferred<br>Stock | 2,625  | I | By IRA <sup>(4)</sup>             |
| Depository<br>Shares<br>Representing                                   | 600    | I | By IRA <sup>(3)</sup>             |

Series O  
Preferred  
Stock

Depository  
Shares  
Representing  
Series P  
Preferred  
Stock

1,000

I

By  
Foundation  
(2)

Depository  
Shares  
Representing  
Series P  
Preferred  
Stock

46,772

I

By Family  
Trust (1)

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

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(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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (right to buy) <u>(6)</u>     | \$ 60.82   |                                      |  |                                |   | 05/03/2011   | 05/03/2020  | Common Stock | 2,000                      |
| Stock Option (right to buy) <u>(6)</u>     | \$ 43.84   |                                      |  |                                |   | 05/04/2010   | 05/04/2019  | Common Stock | 2,000                      |
| Stock Option (right to buy) <u>(6)</u>     | \$ 57.79   |                                      |  |                                |   | 05/05/2009   | 05/05/2018  | Common Stock | 2,000                      |

|   |           |            |  |   |            |            |            |                 |        |
|---|-----------|------------|--|---|------------|------------|------------|-----------------|--------|
| Stock<br>Option<br>(right to<br>buy) <u>(6)</u> | \$ 68.9   |            |  |   | 04/30/2008 | 04/30/2017 |            | Comon<br>Stock  | 10,000 |
| Stock<br>Option<br>(right to<br>buy) <u>(5)</u> | \$ 27.48  |            |  |   | 03/13/2002 | 03/13/2011 |            | Common<br>Stock | 50,000 |
| Stock<br>Option<br>(right to<br>buy) <u>(6)</u> | \$ 26.125 | 06/09/2010 |  | M | 75,036     | 08/04/2001 | 08/04/2010 | Common<br>Stock | 75,036 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HAVNER RONALD L JR<br>C/O PS BUSINESS PARKS, INC.<br>701 WESTERN AVENUE<br>GLENDALE, CA 91201 |               | X         |         |       |

## Signatures

/s/ Ronald L.  
Havner, Jr.

06/11/2010

\_\_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) By a family trust of which the reporting person and his spouse are trustees.
- (2) Shares owned by the Havner Family Foundation, of which Mr. Havner and his wife are co-trustees but with respect to which Mr. and Mrs. Havner disclaim any beneficial interest.
- (3) By a custodian of an IRA for benefit of the reporting person.
- (4) By a custodian of an IRA for benefit of the reporting person's wife.
- (5) Stock options pursuant to the 1997 Stock Option and Incentive Plan.
- (6) Stock options granted pursuant to the 2003 Stock Option and Incentive Plan; vests in 5 equal annual installments beginning 1 year from date of grant.

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