

HAVNER RONALD L JR
 Form 4
 February 24, 2009

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

(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)
 02/24/2009

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)

VICE CHAIRMAN & CEO

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 | | | | (A) Amount (D) Price | 35,000 | I | As Trustee ⁽¹⁾ |
| Common Stock | | | | (A) Amount (D) Price | 300 | I | For benefit of son ⁽²⁾ |
| Depository Shares Representing Equity Stock | 02/24/2009 | | P | 10,000 A \$ 22 | 35,926 | I | As Trustee ⁽¹⁾ |
| Depository Shares | | | | | 2,500 | I | By IRA ⁽⁵⁾ |

Representing
Equity Stock

Depository
Shares

Representing
Series E
Preferred
Stock

700 I By IRA
(6)

Depository
Shares

Representing
Series G
Preferred
Stock

1,950 I By IRA
(5)

Depository
Shares

Representing
Series G
Preferred
Stock

9,970 I As
Trustee (1)

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. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) <u>(4)</u> | \$ 81.81 | | | | | 12/08/2008 | 12/08/2017 | Common Stock | 83,000 |
| Stock Option | \$ 95.18 | | | | | 12/08/2007 | 12/08/2016 | Common Stock | 83,000 |

(right to buy) ⁽³⁾

| | | | | | |
|--|----------|------------|------------|--------------|--------|
| Stock Option (right to buy) ⁽³⁾ | \$ 69.87 | 12/08/2006 | 12/08/2015 | Common Stock | 83,000 |
|--|----------|------------|------------|--------------|--------|

| | | | | | |
|--|----------|------------|------------|--------------|---------|
| Stock Option (right to buy) ⁽³⁾ | \$ 56.12 | 12/08/2005 | 12/08/2014 | Common Stock | 166,000 |
|--|----------|------------|------------|--------------|---------|

| | | | | | |
|--|---------|------------|------------|--------------|--------|
| Stock Option (right to buy) ⁽³⁾ | \$ 30.1 | 11/07/2004 | 11/07/2012 | Common Stock | 12,962 |
|--|---------|------------|------------|--------------|--------|

| | | | | | |
|--|---------|------------|------------|--------------|--------|
| Stock Option (right to buy) ⁽³⁾ | \$ 30.1 | 11/07/2004 | 11/07/2012 | Common Stock | 50,000 |
|--|---------|------------|------------|--------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAVNER RONALD L JR C/O PUBLIC STORAGE 701 WESTERN AVENUE GLENDALE, CA 91201 | X | | VICE CHAIRMAN & CEO | |

Signatures

| | |
|------------------------------|------------|
| /s/ Ronald L. Havner, Jr. | 02/24/2009 |
|------------------------------|------------|

| | |
|---------------------------------|------|
| **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 Ronald L. Havner, Jr. and LeeAnn R. Havner, Trustees of the Havner Family Trust.
- (2) By Ronald L. Havner, Jr. for benefit of son.
- (3) Stock options granted pursuant to the 2001 Stock Option and Incentive Plan; options vest in 3 equal annual installments beginning 1 year from grant date.
- (4) Share options granted pursuant to the 2007 Equity and Performance-Based Incentive Compensation Plan; options vest in 3 equal annual installments beginning 1 year from grant date.
- (5) By a custodian of an IRA for benefit of reporting person's wife.
- (6) By a custodian of an IRA for benefit of reporting person.

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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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