

KROPP JAMES H  
Form 4  
May 23, 2011

**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 \*  
KROPP JAMES H

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)  
05/20/2011

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 91201-2397

(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)
Common Stock				(A) or (D)			by IRA (1)
Common Stock				(A) or (D)			
Depository Shares Representing Series I Preferred Stock	05/20/2011		S	1,900 D	\$ 25.1 100	I	by IRA (1)

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Depository  
Shares  
Representing Series I Preferred Stock 05/20/2011 S 100 D \$ 25.104 0 I by IRA (1)

Depository  
Shares  
Representing Series L Preferred Stock 1,000 I by IRA (1)

Depository  
Shares  
Representing Series P Preferred Stock 1,117 I by IRA (1)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 or Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (2)	\$ 60.66					05/02/2012	05/02/2021	Common Stock	2,000
Stock Option	\$ 60.82					05/03/2011	05/03/2020	Common Stock	2,000

(right to  
buy) (2)Stock  
Option  
(right to  
buy) (2)

\$ 43.84

05/04/2010 05/04/2019

Common  
Stock 2,000Stock  
Option  
(right to  
buy) (2)

\$ 57.79

05/05/2009 05/05/2018

Common  
Stock 2,000Stock  
Option  
(right to  
buy) (2)

\$ 68.9

04/30/2008 04/30/2017

Common  
Stock 2,000Stock  
Option  
(right to  
buy) (2)

\$ 51.25

05/01/2007 05/01/2016

Common  
Stock 2,000Stock  
Option  
(right to  
buy) (2)

\$ 39.95

05/03/2006 05/03/2015

Common  
Stock 2,000Stock  
Option  
(right to  
buy) (2)

\$ 39.26

05/04/2005 05/04/2014

Common  
Stock 2,000Stock  
Option  
(right to  
buy) (2)

\$ 32.48

05/06/2004 05/06/2013

Common  
Stock 2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KROPP JAMES H C/O PS BUSINESS PARKS, INC. 701 WESTERN AVENUE GLENDALE, CA 91201-2397	X			

## Signatures

/s/ Stephanie G. Heim, Attorney  
in Fact

05/23/2011

  \*\*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 custodian of an IRA for benefit of the reporting person.

(2) Stock Options granted pursuant to the 2003 Stock Option and Incentive Plan; options vest in 5 equal annual installments beginning 1 year from date of grant.

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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