#### MATHER ROBIN E

Form 4

March 15, 2005

## FORM 4

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

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

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burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

02/19/2005

Stock

1(b).

MATHER ROBIN E			Symbol	Issuer	Issuer		
			PS BUSINESS PARKS INC/CA [PSB]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director	10% Owner		
701 WESTERN AVENUE			(Month/Day/Year) 01/10/2005	_X_ Officer (give tit below)	le Other (specif below) President		

2. Issuer Name and Ticker or Trading

(Street) 6. Individual or Joint/Group Filing(Check 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting GLENDALE, CA 91201-2349 Person

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	` ,	any	Code	(Instr. 3,	•	` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	01/10/2005		F	130	D	\$ 43.45	4,870	D	
Common	02/10/2005		Б	170	Б	\$	4.601.(1)	D	

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. onNumber 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) (2)	\$ 44.2					03/15/2005	03/15/2014	Common Stock	2,000
Stock Option (right to buy) (2)	\$ 44.2					03/15/2006	03/15/2014	Common Stock	2,000
Stock Option (right to buy) (2)	\$ 44.2					03/15/2007	03/15/2014	Common Stock	2,000
Stock Option (right to buy) (2)	\$ 44.2					03/15/2008	03/15/2014	Common Stock	2,000
Stock Option (right to buy) (2)	\$ 44.2					03/15/2009	03/15/2014	Common Stock	2,000
Stock Option (right to buy) (3)	\$ 31.66					01/10/2004	01/10/2013	Common Stock	1,000
Stock Option (right to buy) (3)	\$ 31.66					01/10/2005	01/10/2013	Common Stock	1,000
Stock Option	\$ 31.66					01/10/2006	01/10/2013	Common Stock	1,000

8. Pri Deriv Secur (Instr

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(right to buy) $\frac{(3)}{}$					
Stock Option (right to buy) (3)	\$ 31.66	01/10/2007	01/10/2013	Common Stock	1,000
Stock Option (right to buy) (3)	\$ 31.66	01/10/2008	01/10/2013	Common Stock	1,000
Stock Option (right to buy) (3)	\$ 28.38	07/03/2002	07/03/2011	Common Stock	833
Stock Option (right to buy) (3)	\$ 28.38	07/03/2003	07/03/2011	Common Stock	833
Stock Option (right to buy) (3)	\$ 28.38	07/03/2004	07/03/2011	Common Stock	834

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MATHER ROBIN E 701 WESTERN AVENUE			Vice President			
GLENDALE, CA 91201-2349						

## **Signatures**

/s/ David Goldberg, Attorney in Fact 03/15/2005

\*\*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 4,250 restricted stock units subject to vesting.
- (2) Stock options granted pursuant to the 2003 Stock Option and Incentive Plan.
- (3) Stock options granted pursuant to the 1997 Stock Option and Incentive Plan.

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.

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