FRANKLIN M BRETT

Form 4

March 30, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FRANKLIN M BRETT			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)			
701 WESTERN AVENUE			03/28/2005			Senior Vice President			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
GLENDALE	E, CA 91201-23	349				Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Ac	equired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction D	ate 2A. Dee	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o	
Security	(Month/Day/Yea	r) Executi	on Date, if	Transacti	onAcquired (A) or	Securities	Form: Direct	Indirect	

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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/28/2005		A	2,000 A (1)	10,153 (2)	D	
Common Stock					5.792 <u>(3)</u>	I	By 401(k) Plan

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. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y			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) (4)	\$ 31.66					01/10/2004	01/10/2013	Common Stock	3,000	
Stock Option (right to buy) (4)	\$ 31.66					01/10/2005	01/10/2013	Common Stock	3,000	
Stock Option (right to buy) (4)	\$ 31.66					01/10/2006	01/10/2013	Common Stock	3,000	
Stock Option (right to buy) (4)	\$ 31.66					01/10/2007	01/10/2013	Common Stock	3,000	
Stock Option (right to buy) (4)	\$ 31.66					01/10/2008	01/10/2013	Common Stock	3,000	
Stock Option (right to buy) (4)	\$ 26.71					09/21/2003	09/21/2011	Common Stock	500	
Stock Option (right to buy) (4)	\$ 26.71					09/21/2004	09/21/2011	Common Stock	500	
Stock Option	\$ 26.21					09/25/2003	09/25/2010	Common Stock	2,500	

8. Pri Deriv Secur (Instr (right to buy) $\frac{(4)}{}$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRANKLIN M BRETT 701 WESTERN AVENUE GLENDALE, CA 91201-2349

Senior Vice President

Signatures

/s/ David Goldberg, Attorney in Fact

03/30/2005

**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) Restricted stock units granted on the transacton date which vest 20% on each of the 2nd, 3rd, 4th, 5th and 6th anniversaries.
- (2) Includes 9,200 restricted stock units.
- (3) Based on plan information as of March 14, 2005.
- (4) Stock option 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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