KROPP JAMES H

Form 4 May 05, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

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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).

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * **KROPP JAMES H**

2. Issuer Name and Ticker or Trading Symbol

Issuer

PS BUSINESS PARKS INC/CA

[PSB]

(Check all applicable)

5. Relationship of Reporting Person(s) to

3. Date of Earliest Transaction (Month/Day/Year) 05/05/2008

Officer (give title below)

X_ Director

10% Owner Other (specify

C/O PS BUSINESS PARKS. INC., 701 WESTERN AVENUE

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

GLENDALE, CA 91201-2349

(State)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price Common

Ι 4,491

by IRA (1)

(9-02)

Common Stock

Stock

5,000

D

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

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1

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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)	Secu Acqu (A) o Disp (D)	or cosed of r. 3, 4,	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)	\$ 57.79	05/05/2008		A		2,000	05/05/2009	05/05/2018	Common Stock	2,000
Stock Option (right to buy) (2)	\$ 68.9						04/30/2008	04/30/2017	Common Stock	2,000
Stock Option (right to buy) (2)	\$ 51.25						05/01/2007	05/01/2016	Common Stock	2,000
Stock Option (right to buy) (2)	\$ 39.95						05/03/2006	05/03/2015	Common Stock	2,000
Stock Option (right to buy) (2)	\$ 39.26						05/04/2005	05/04/2014	Common Stock	2,000
Stock Option (right to buy) (2)	\$ 32.48						05/06/2004	05/06/2013	Common Stock	2,000
Stock Option (right to buy) (3)	\$ 35.43						05/14/2003	05/14/2012	Common Stock	1,000
Stock Option (right to buy) (3)	\$ 26.4						05/08/2002	05/08/2011	Common Stock	1,000

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Stock Option (right to buy) (3)	\$ 23.75	05/09/2001	05/09/2010	Common Stock	1,000
Stock Option (right to buy) (3)	\$ 24.6875	05/10/2000	05/10/2009	Common Stock	1,000
Stock Option (right to buy) (3)	\$ 22.88	03/16/1999	03/16/2008	Common Stock	5,000

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 91201-2349	X					

Signatures

/s/ Stephanie G. Heim, Attorney in Fact 05/05/2008

**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) The reported securities were called for redemption by the issuer at a price equal to their face value together with unpaid dividends.
- (2) 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.
- (3) Stock Options granted pursuant to the 1997 Stock Option and Incentive Plan; vests in 3 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. 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.

Reporting Owners 3