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HAWTHORNE MARIA R

Form 4

February 24, 2012

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:

January 31, 2005

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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)

(Print or Type Responses)

1. Name and Address of Reporting Person * HAWTHORNE MARIA R

2. Issuer Name and Ticker or Trading Symbol

PS BUSINESS PARKS INC/CA [PSB]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

C/O PS BUSINESS PARKS.

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/22/2012

Director 10% Owner Other (specify X_ Officer (give title

SENIOR VICE PRESIDENT

INC, 701 WESTERN AVENUE

(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

Person

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

GLENDALE, CA 91201-2397

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

\$0 2,000

A

 $14,716 \frac{(1)}{2}$

D

Common Stock

Common

Stock

02/22/2012

(4) 8,610.6937 (2) I

(A)

By 401(k) Plan

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

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SEC 1474 (9-02)

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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. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5		7. Title and A Underlying S (Instr. 3 and	Securities	8. Pri Deriv Secur (Instr
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) (3)	\$ 52.35					03/15/2011	03/15/2020	Common Stock	40,000	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HAWTHORNE MARIA R C/O PS BUSINESS PARKS. INC 701 WESTERN AVENUE GLENDALE, CA 91201-2397

SENIOR VICE PRESIDENT

Signatures

/s/ Stephanie G. Heim, Attorney in Fact

02/24/2012

**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).
- Includes 2,500 restricted stock units. **(1)**
- 401(k) plan units that represent interests in common stock; based on plan information as of March 30, 2011. There is not a one to one correlation between units and shares.
- Stock Options granted pursuant to the 1997 Stock Option and Incentive Plan. **(3)**
- Award of restricted stock units that vest 20% at the end of the second anniversary of the date of grant and 20% on each subsequent

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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