

PS BUSINESS PARKS INC/CA  
Form 4  
May 17, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
05/16/2013

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

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/16/2013		M	A	\$ 39.26	8,434	D
Common Stock	05/16/2013		S	D	\$ 85.4626	6,934	D
Common Stock						4,491	I by IRA <sup>(2)</sup>

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) <sup>(3)</sup>	\$ 39.26	05/16/2013		M	1,500	05/04/2005 <sup>(3)</sup>	05/04/2014	Common Stock	1,500
Stock Option (right to buy) <sup>(4)</sup>	\$ 81.79					05/06/2014 <sup>(4)</sup>	05/06/2023	Common Stock	2,000
Stock Option (right to buy) <sup>(4)</sup>	\$ 68.25					04/30/2013 <sup>(4)</sup>	04/30/2022	Common Stock	2,000
Stock Option (right to buy) <sup>(3)</sup>	\$ 60.66					05/02/2012 <sup>(3)</sup>	05/02/2021	Common Stock	2,000
Stock Option (right to buy) <sup>(3)</sup>	\$ 60.82					05/03/2011 <sup>(3)</sup>	05/03/2020	Common Stock	2,000
Stock Option (right to buy) <sup>(3)</sup>	\$ 43.84					05/04/2010 <sup>(3)</sup>	05/04/2019	Common Stock	2,000
Stock Option (right to buy) <sup>(3)</sup>	\$ 57.79					05/05/2009 <sup>(3)</sup>	05/05/2018	Common Stock	2,000

Stock Option (right to buy) <u>(3)</u>	\$ 68.9	04/30/2008 <sup>(3)</sup>	04/30/2017	Common Stock	2,000
Stock Option (right to buy) <u>(3)</u>	\$ 51.25	05/01/2007 <sup>(3)</sup>	05/01/2016	Common Stock	2,000
Stock Option (right to buy) <u>(3)</u>	\$ 39.95	05/03/2006 <sup>(3)</sup>	05/03/2015	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	X			

## Signatures

Steven M. Glick,  
Attorney-in-Fact

05/17/2013

    \*\*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).  
Represents weighted average sale price. These shares were sold at prices ranging between \$85.3210 and \$85.5840. Full information  
(1) regarding the number of shares sold at each separate price will be provided by the reporting person upon request to the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.  
(2) By a custodian of an IRA for benefit of the reporting person.  
(3) 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.  
(4) Stock Options granted pursuant to the 2012 Equity and Performance-Based Compensation 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.  
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.