

COLEMAN VICTOR J
Form 4
July 01, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
COLEMAN VICTOR J

2. Issuer Name and Ticker or Trading Symbol
Hudson Pacific Properties, Inc.
[HPP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

11601 WILSHIRE BLVD. SUITE 1600

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

LOS ANGELES, CA 90025

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|---------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock, par value \$0.01 | 06/29/2010 | | J ⁽¹⁾ | | | 100 | D | \$ 10 0 | D |
| Common Stock, par value \$0.01 | 06/29/2010 | | J ⁽²⁾ | | | 117,647 | A | \$ 17 117,647 | D |
| Common Stock, par value \$0.01 | 06/29/2010 | | A ⁽³⁾ | | | 117,647 | A | \$ 0 117,647 | D |

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

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SEC 1474
(9-02)

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 of Number of Shares |
| Partnership Units ⁽⁴⁾ | <u>(5)</u> | 06/29/2010 | | J ⁽⁶⁾ | 402,907 | 08/29/2011 | <u>(7)</u> | Common Stock, par value \$0.01 | 402,907 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COLEMAN VICTOR J 11601 WILSHIRE BLVD. SUITE 1600 LOS ANGELES, CA 90025 | X | | Chief Executive Officer | |

Signatures

/s/ Victor Coleman 06/28/2010

**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) Shares of common stock issued in the initial capitalization of the Issuer were redeemed by the Issuer at the initial issuance price of \$10.00 per share.
- (2) Shares of common stock purchased in a private placement concurrent with the Issuer's initial public offering at the initial public offering price of \$17.00 per share.
- (3) Shares of restricted common stock issued pursuant to the Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. 2010 Incentive Award Plan and an Employment Agreement, dated April 22, 2010, by and between the Issuer, Hudson Pacific Properties, L.P., a Maryland limited partnership (the "Operating Partnership") and the Reporting Person.
- (4) Represents common units of limited partnership interest ("OP Units") in the Operating Partnership. The Issuer is the general partner of the Operating Partnership. OP Units are redeemable fourteen months from the Transaction Date for cash equal to the then-current market

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value of one share of common stock, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.

- (5) The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.

- (6) The OP Units were received in exchange for the direct or indirect contribution to the Operating Partnership, of which the Issuer is the general partner, of certain membership or ownership interests in certain limited liability companies which own and manage, directly or indirectly, certain properties in southern California. The value of the OP Units was \$17.00 per share as of the Transaction Date, based on the price of the common stock of the Issuer at the time of the Issuer's initial public offering.

- (7) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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