

PS BUSINESS PARKS INC/CA  
Form 8-A12B  
April 02, 2004

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**FORM 8-A**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**For Registration of Certain Classes of Securities**

**Pursuant to Section 12(b) or (g) of**

**The Securities Exchange Act of 1934**

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**PS Business Parks, Inc.**

(Exact name of registrant as specified in its charter)

**California**  
(State of incorporation or organization)

**95-4300881**  
(IRS Employer Identification No.)

**701 Western Avenue, Glendale, California**  
(Address of principal executive offices)

**91201-2397**  
(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

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Securities Act registration statement file number to which this form relates: 333-112969 (if applicable)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Depository Shares Each Representing 1/1,000 of a Share of 6.875% Cumulative Preferred Stock, Series I, par value \$.01 per share</b>	<b>American Stock Exchange, Inc.</b>

**Securities to be registered pursuant to Section 12(g) of the Act:**

N/A  
(Title of class)

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ITEM 1. Description of Registrant's Securities to be Registered.

A description of the Depositary Shares Each Representing 1/1,000 of a Share of 6.875% Cumulative Preferred Stock, Series I, par value \$.01 per share, of PS Business Parks, Inc. is included on the cover page and under the section entitled "Description of Preferred Stock and Depositary Shares" beginning on page S-6 of the prospectus supplement dated March 31, 2004 to prospectus dated March 5, 2004 (relating to Registrant's Registration Statement on Form S-3 (No. 333-112969), as amended) that was filed by Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Prospectus Supplement"), which Prospectus Supplement shall be deemed to be incorporated herein by reference.

ITEM 2. Exhibits.

The following exhibits are being filed with the copies of this Form 8-A Registration Statement filed with the American Stock Exchange, Inc. and the Securities and Exchange Commission:

1. Deposit Agreement.
2. Certificate of Determination.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

PS BUSINESS PARKS, INC.

By: /s/ David Goldberg

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David Goldberg

Vice President

Date: April 2, 2004

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
1.	Deposit Agreement.
2.	Certificate of Determination.