

HUGHES B WAYNE JR  
 Form 4  
 December 04, 2008

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

OMB APPROVAL

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**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 \*  
 HUGHES B WAYNE JR

2. Issuer Name and Ticker or Trading Symbol  
 Public Storage [PSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/02/2008

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

C/O PUBLIC STORAGE, 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 91201-2349

(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) Code V Amount (D) Price			
Depository Shares Representing Equity Stock					2,953	I	By children (10)
Common Stock					8,005	D (12)	
Common Stock					11,348	D (1)	
Common Stock					1,068,511	D	
					3,762,040	I	

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Common Stock								As Trustee <u>(14)</u>
Common Stock					25,692		I	By wife as custodian <u>(2)</u>
Common Stock					3,390		I	Custodian <u>(3)</u>
Common Stock					8,506		I	Custodian <u>(4)</u>
Common Stock					233		I	By wife IRA <u>(5)</u>
Common Stock					444		I	By wife <u>(6)</u>
Common Stock					1,231		I	By IRA <u>(7)</u>
Common Stock					17,890		I	By wife as custodian <u>(8)</u>
Common Stock					394,060.9013		I	By 401(k) Plan <u>(9)</u>
Common Stock	12/03/2008	S	<u>300,000</u> <u>(15)</u>	D	\$ 64.4841	0 <u>(15)</u>	I	As trustees <u>(15)</u>
Common Stock	12/02/2008	S	<u>255,480</u> <u>(16)</u>	D	\$ 63.8555	644,520 <u>(16)</u>	I	As trustees <u>(16)</u>
Common Stock	12/03/2008	S	<u>95,520</u> <u>(16)</u>	D	\$ 63.9623	549,000 <u>(16)</u>	I	As trustees <u>(16)</u>
Common Stock	12/04/2008	S	<u>210,000</u> <u>(16)</u>	D	\$ 66.5428	339,000 <u>(16)</u>	I	As trustees <u>(16)</u>
Depository Shares Representing Equity Stock						43	D <u>(1)</u>	
Depository Shares Representing Equity Stock						32,159	D	
Depository Shares Representing						772	I	By wife as custodian <u>(2)</u>

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Equity Stock							
Depository Shares Representing Equity Stock	96	I	Custodian <u>(3)</u>				
Depository Shares Representing Equity Stock	213	I	Custodian <u>(4)</u>				
Depository Shares Representing Equity Stock	7	I	By wife IRA <u>(5)</u>				
Depository Shares Representing Equity Stock	11	I	By wife <u>(6)</u>				
Depository Shares Representing Equity Stock	40	I	By IRA <u>(7)</u>				
Depository Shares Representing Equity Stock	581	I	By wife as custodian <u>(8)</u>				
Depository Shares Representing Equity Stock	7,480.7711	I	By 401(k) Plan <u>(9)</u>				

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

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(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)
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- (6) By wife.
- (7) By custodian of an IRA for benefit of reporting person.
- (8) By wife as custodian for son.
- (9) 401(k) plan units that represent interests in common stock; based on plan information as of November 13, 2008.
- (10) 50% interest in H-G Family Corporation, which owns 5,906 Depositary Shares.
- (11) Stock Options granted pursuant to the 2001 Stock Option and Incentive Plan; options vest in 3 equal annual installments beginning 1 year from grant date.
- (12) By reporting person and wife as joint tenants.
- (13) Stock Options granted pursuant to the 2007 Equity and Performance-Based Incentive Compensation Plan; options vest in 3 equal annual installments beginning 1 year from grant date.
- (14) By B. Wayne Hughes, Jr., trustee for B. Wayne Hughes, Jr. Living Trust.
- (15) By reporting person and wife each as a trustee under a trust dated December 8, 2005 for the benefit of their children of a 60% interest in American Commercial Equities Two, LLC ("ACE 2"). On December 3, 2008, ACE 2 sold a total of 500,000 shares of Common Stock.  
By reporting person and wife each as a trustee under a trust dated December 8, 2005 for the benefit of their children of a 60% interest in
- (16) American Commercial Equities Three, LLC ("ACE 3"). On December 2, 3 and 4, 2008, ACE 3 sold a total of 425,800 shares of Common Stock, 159,200 shares of Common Stock and 350,000 shares of Common Stock respectively.

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.