

KROPP JAMES H  
 Form 4  
 November 14, 2008

**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 \*  
**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)  
**11/12/2008**

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 91201-2349**

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					4,491	I	by IRA <sup>(1)</sup>
Common Stock					5,000	D	
Depository Shares Representing Series I Preferred Stock					1,000	I	by IRA <sup>(1)</sup>

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Depository  
Shares  
Representing  
Series L  
Preferred  
Stock

11/12/2008	P	600	A	\$ 17 600	I	by IRA <sup>(1)</sup>
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Depository  
Shares  
Representing  
Series L  
Preferred  
Stock

11/14/2008	P	400	A	\$ 17 1,000	I	by IRA <sup>(1)</sup>
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Depository  
Shares  
Representing  
Series P  
Preferred  
Stock

				1,000	I	by IRA <sup>(1)</sup>
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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)	8. Pri Deriv Secur (Instr.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) <sup>(2)</sup>	\$ 57.79					05/05/2009	05/05/2018	Common Stock	2,000
Stock Option	\$ 68.9					04/30/2008	04/30/2017	Common Stock	2,000

(right to buy) <sup>(2)</sup>						
Stock Option (right to buy) <sup>(2)</sup>	\$ 51.25	05/01/2007	05/01/2016	Common Stock	2,000	
Stock Option (right to buy) <sup>(2)</sup>	\$ 39.95	05/03/2006	05/03/2015	Common Stock	2,000	
Stock Option (right to buy) <sup>(2)</sup>	\$ 39.26	05/04/2005	05/04/2014	Common Stock	2,000	
Stock Option (right to buy) <sup>(2)</sup>	\$ 32.48	05/06/2004	05/06/2013	Common Stock	2,000	
Stock Option (right to buy) <sup>(3)</sup>	\$ 35.43	05/14/2003	05/14/2012	Common Stock	1,000	
Stock Option (right to buy) <sup>(3)</sup>	\$ 26.4	05/08/2002	05/08/2011	Common Stock	1,000	
Stock Option (right to buy) <sup>(3)</sup>	\$ 23.75	05/09/2001	05/09/2010	Common Stock	1,000	
Stock Option (right to buy) <sup>(3)</sup>	\$ 24.6875	05/10/2000	05/10/2009	Common Stock	1,000	
Stock Option (right to buy) <sup>(3)</sup>	\$ 22.88	03/16/1999	03/16/2008	Common Stock	5,000	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

X

KROPP JAMES H  
C/O PS BUSINESS PARKS, INC.  
701 WESTERN AVENUE  
GLENDALE, CA 91201-2349

## Signatures

/s/ Stephanie G. Heim, Attorney  
in Fact

11/14/2008

\_\_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) By a custodian of an IRA for benefit of the reporting person.
  - (2) Stock Options granted pursuant to the 2003 Stock Option and Incentive Plan; vests in 5 equal annual installments beginning 1 year from date of grant.
  - (3) Stock Options granted pursuant to the 1997 Stock Option and Incentive Plan; vests in 3 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.  
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