

GUSTAVSON TAMARA HUGHES

Form 4

March 07, 2012

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GUSTAVSON TAMARA HUGHES

(Last) (First) (Middle)

C/O PUBLIC STORAGE, 701
WESTERN AVENUE

(Street)

GLENDALE, CA 91201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Public Storage [PSA]

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

03/05/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					2,500	I	As custodian (1)
Common Stock					11,348	D (2)	
Common Stock					17,890	I	By husband as custodian (3)
Common					17,890	I	By

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Stock								husband as custodian (4)
Common Stock	03/05/2012	S	145,000	D	\$ 131.64 (11)	17,754,349 (16)	D	
Common Stock	03/06/2012	S	145,000	D	\$ 131.92 (12)	17,609,349	D	
Common Stock	03/07/2012	S	145,000	D	\$ 130.31 (13)	17,464,349	D	
Common Stock						27,343 (5)	I	by IRA (5)
Common Stock						1,300	I	By husband (6)
Common Stock						400,000	I	By LLC (7)
Common Stock						5,500	D (8)	
Common Stock						750,000	I	By husband as Trustee (9)
Common Stock						0 (14)	I	By GRAT (14)
Common Stock						0 (15)	I	By GRAT (15)

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	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
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽¹⁰⁾	\$ 115.96							05/05/2012	05/05/2021	Common Stock	5,000
Stock Options (right to buy) ⁽¹⁰⁾	\$ 94.25							05/06/2011	05/06/2020	Common Stock	5,000
Stock Options (right to buy) ⁽¹⁰⁾	\$ 62.8							05/07/2010	05/07/2019	Common Stock	5,000
Stock Options (right to buy) ⁽¹⁰⁾	\$ 70.72							11/25/2009	11/25/2018	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUSTAVSON TAMARA HUGHES C/O PUBLIC STORAGE 701 WESTERN AVENUE GLENDALE, CA 91201	X	X		

Signatures

/s/ David Goldberg, Attorney
in Fact

03/07/2012

 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 reporting person as custodian for son.
- (2) By Tamara Hughes Gustavson and B. Wayne Hughes, Jr. - Separate Property.
- (3) By husband as custodian for son.

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- (4) By husband as custodian for daughter.
- (5) By custodian of an IRA for benefit of reporting person.
- (6) By husband.
- (7) Reporting person is the successor trustee of two trusts for the benefits of her children that own a 50% interest in a limited liability company that owns a total of 800,000 shares.
- (8) By reporting person and husband.
- (9) By husband as trustee of charitable lead annuity trust.
- (10) 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.
Represents weighted average sales price. These shares were sold at prices ranging between \$131.10 and \$132.51. Full information 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.
- (11) Represents weighted average sales price. These shares were sold at prices between \$131.25 and \$132.90. Full information 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.
- (12) Represents weighted average sales price. These shares were sold at prices between \$130.00 and \$131.15. Full information 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.
- (13) By Tamara Hughes Gustavson, Trustee of Tamara Hughes Gustavson 3-08 Annuity Trust for benefit of son. Reflects transfer of 535,000 shares to reporting person.
- (14) By Tamara Hughes Gustavson, Trustee of Tamara Hughes Gustavson 3-08 Annuity Trust for benefit of daughter. Reflects transfer of 535,000 shares to reporting person.
- (15) Reflects transfer of a total of 1,070,000 shares from two GRATs described in notes (14) and (15).

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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