

PS BUSINESS PARKS INC/CA
Form 4
March 30, 2005

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 *
MATHER ROBIN E

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)
701 WESTERN AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

GLENDALE, CA 91201-2349

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	(D)	Price
Common Stock	03/28/2005		A		2,000	A	<u>(1)</u> 6,691 <u>(2)</u>

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)

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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. Price of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽³⁾	\$ 44.2					03/15/2005	03/15/2014	Common Stock	2,000
Stock Option (right to buy) ⁽³⁾	\$ 44.2					03/15/2006	03/15/2014	Common Stock	2,000
Stock Option (right to buy) ⁽³⁾	\$ 44.2					03/15/2007	03/15/2014	Common Stock	2,000
Stock Option (right to buy) ⁽³⁾	\$ 44.2					03/15/2008	03/15/2014	Common Stock	2,000
Stock Option (right to buy) ⁽³⁾	\$ 44.2					03/15/2009	03/15/2014	Common Stock	2,000
Stock Option (right to buy) ⁽⁴⁾	\$ 31.66					01/10/2004	01/10/2013	Common Stock	1,000
Stock Option (right to buy) ⁽⁴⁾	\$ 31.66					01/10/2005	01/10/2013	Common Stock	1,000
Stock Option (right to buy) ⁽⁴⁾	\$ 31.66					01/10/2006	01/10/2013	Common Stock	1,000

Stock Option (right to buy) ⁽⁴⁾	\$ 31.66	01/10/2007	01/10/2013	Common Stock	1,000
Stock Option (right to buy) ⁽⁴⁾	\$ 31.66	01/10/2008	01/10/2013	Common Stock	1,000
Stock Option (right to buy) ⁽⁴⁾	\$ 28.38	07/03/2002	07/03/2011	Common Stock	833
Stock Option (right to buy) ⁽⁴⁾	\$ 28.38	07/03/2003	07/03/2011	Common Stock	833
Stock Option (right to buy) ⁽⁴⁾	\$ 28.38	07/03/2004	07/03/2011	Common Stock	834

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHER ROBIN E 701 WESTERN AVENUE GLENDALE, CA 91201-2349			Vice President	

Signatures

/s/ David Goldberg, Attorney
in Fact 03/30/2005

__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) Restricted stock units granted on the transaction date which vest 20% on each of the 2nd, 3rd, 4th, 5th, and 6th anniversaries.
- (2) Includes 6,250 restricted stock units subject to vesting.
- (3) Stock options granted pursuant to the 2003 Stock Option and Incentive Plan.
- (4) Stock options granted pursuant to the 1997 Stock Option and Incentive Plan.

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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