#### FRANKLIN M BRETT

Form 4

March 19, 2009

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

response... 0.5

1(b).

Shares

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** FRANKLIN M BRETT			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)  C/O PS BUSI WESTERN A		(Middle) XS, 701	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2009	Director 10% Owner Senior Vice President Officer (give title below)		
(Street) GLENDALE, CA 91201			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

					, <b>F</b> ,		,
1.Title of Security	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature o
(Instr. 3)	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Ownership	Indirect
		any	Code	Disposed of (D)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)

		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)
Common Stock	03/17/2009	A	1,500	A	<u>(5)</u>	9,239 (1) (3)	D
Common Stock	03/17/2009	A	9,000	A	<u>(6)</u>	18,239 (1)	D
Common Stock	03/17/2009	F	3,311	D	\$ 35	14,928 (1)	D

Common 4,744 (4) I By trust

Stock  $4,744 \subseteq I$  By Depositary  $5,000 \quad I$  By

401(K)

of

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Representing Series P Preferred Stock

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ite	7. Title and Underlying (Instr. 3 and	Securities	8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Stock

Option Common 01/10/2004 01/10/2013 \$ 31.66 15,000 (right to Stock

buy) (2)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	D:	100/ 0	Off.	O41		

Director 10% Owner Officer Other

FRANKLIN M BRETT C/O PS BUSINESS PARKS 701 WESTERN AVENUE GLENDALE, CA 91201

Senior Vice President

## **Signatures**

/s/ M. Brett 03/19/2009 Franklin

\*\*Signature of Date Reporting Person

2 Reporting Owners

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### **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) Includes 9,000 restricted stock units.
- (2) Stock Options granted pursuant to the 1997 Stock Option and Incentive Plan.
- (3) Reflects reduction of 2,633 units incorrectly included in last report.
- (4) Shares transferred to a family trust of which the reporting person and his spouse are trustees. Previously reported as direct ownership.
- (5) Award of restricted stock units that vest in 3 equal annual installments beginning 1 year from grant date.
- (6) Award of restricted stock units that vest immediately.

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.