

Public Storage
Form 4
March 05, 2015

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

(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)
03/03/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/03/2015 | | M | V Amount (A) or (D) Price 2,500 A \$ 60.06 | 2,500 | D | |
| Common Stock | | | | | 5,583,155 | I | As Trustee ⁽¹⁾ |
| Common Stock | | | | | 8,105 | D ⁽²⁾ | |
| Common Stock | | | | | 11,348 | D ⁽³⁾ | |
| Common Stock | | | | | 65,358 | I | By daughter ⁽⁴⁾ |

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| | | | | |
|--------------|--|---------|---|--------------------------------------|
| Common Stock | | 3,390 | I | As custodian for son ⁽⁵⁾ |
| Common Stock | | 31,160 | I | By son ⁽⁶⁾ |
| Common Stock | | 233 | I | By wife IRA ⁽⁷⁾ |
| Common Stock | | 444 | I | By wife ⁽⁸⁾ |
| Common Stock | | 44,312 | I | By IRA ⁽⁹⁾ |
| Common Stock | | 17,890 | I | By wife as custodian ⁽¹⁰⁾ |
| Common Stock | | 400,000 | I | By LLC ⁽¹¹⁾ |
| Common Stock | | 300,000 | I | By LLC ⁽¹²⁾ |

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

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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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽¹³⁾ | \$ 176.19 | | | | | 05/01/2015 05/01/2024 | Common stock | 5,000 |
| Stock Option | \$ 164.62 | | | | | 05/09/2014 05/09/2023 | Common Stock | 5,000 |

| | | | | | | | | | | |
|---|-----------|------------|--|---|-------|------------|------------|--------------|-------|--|
| (right to buy) ⁽¹³⁾ | | | | | | | | | | |
| Stock Option (right to buy) ⁽¹³⁾ | \$ 144.97 | | | | | 05/03/2013 | 05/03/2022 | Common Stock | 5,000 | |
| Stock Option (right to buy) ⁽¹³⁾ | \$ 115.96 | | | | | 05/05/2012 | 05/05/2021 | Common Stock | 5,000 | |
| Stock Option (right to buy) ⁽¹³⁾ | \$ 94.25 | | | | | 05/06/2011 | 05/06/2020 | Common Stock | 5,000 | |
| Stock Option (right to buy) ⁽¹³⁾ | \$ 62.8 | | | | | 05/07/2010 | 05/07/2019 | Common Stock | 5,000 | |
| Stock Option (right to buy) ⁽¹³⁾ | \$ 91.81 | | | | | 05/08/2009 | 05/08/2018 | Common Stock | 5,000 | |
| Stock Option (right to buy) ⁽¹³⁾ | \$ 74.23 | | | | | 08/02/2008 | 08/02/2017 | Common Stock | 2,500 | |
| Stock Option (right to buy) ⁽¹³⁾ | \$ 91.68 | | | | | 05/03/2008 | 05/03/2017 | Common Stock | 2,500 | |
| Stock Option (right to buy) ⁽¹⁴⁾ | \$ 60.06 | 03/03/2015 | | M | 2,500 | 05/05/2006 | 05/05/2015 | Common Stock | 2,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HUGHES B WAYNE JR C/O PUBLIC STORAGE 701 WESTERN AVENUE GLENDALE, CA 91201 | X | X | | |

Signatures

/s/ David Goldberg,
Attorney-in-Fact

03/05/2015

__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 B. Wayne Hughes, Jr., trustee for B. Wayne Hughes, Jr. Living Trust.
- (2) By reporting person and wife as joint tenants.
- (3) By Tamara Hughes Gustavson and B. Wayne Hughes, Jr. - Separate Property.
- (4) By daughter.
- (5) By reporting person as custodian for son.
- (6) By son.
- (7) By custodian of an IRA for benefit of wife.
- (8) By wife.
- (9) By custodian of an IRA for benefit of reporting person.
- (10) By wife as custodian for son.
- (11) Reporting person is the successor trustee of two trusts for the benefit of his children that own a 50% interest in a limited liability company that owns a total of 800,000 shares.
- (12) Reporting person and wife are trustees of two trusts for the benefit of their children, each of which owns a 50% interest in a limited liability company that owns a total of 300,000 shares.
- (13) Stock Options granted pursuant to the 2007 Equity and Performance-Based Incentive Compensation Plan as Amended. Options vest in three (3) equal annual installments beginning one (1) year from the grant date.
- (14) Stock Options granted pursuant to the 2001 Stock Option and Incentive Plan. Options vest in three (3) equal annual installments beginning one (1) year from grant date.

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.