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HAWTHORNE MARIA R

Form 4

September 18, 2012

FORM 4

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

OMB Number:

3235-0287

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

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

Estimated average burden hours per response... 0.5

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * HAWTHORNE MARIA R | 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) C/O PS BUSINESS PARKS, INC, 701 WESTERN AVENUE | 3. Date of Earliest Transaction (Month/Day/Year) 09/14/2012 | Director 10% Owner Officer (give title Other (specify below) SENIOR VICE PRESIDENT | | |
| (Street) | 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 | | |

GLENDALE, CA 91201-2397

| (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. Securit or Dispos (Instr. 3, | ed of | ` ′ | 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 | 09/14/2012 | | M | 12,000 | A | \$ 52.35 | 26,505 | D | |
| Common Stock | 09/14/2012 | | S | 12,000 | D | \$ 70.6554 (4) | 14,505 (1) | D | |
| Common Stock | | | | | | | 8,886.2223 (2) | I | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not (9-02)

Person

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required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | 5. Number of tiorDerivative Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, | | 7. Title and Amount 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) | \$ 52.35 | 09/14/2012 | | M | | 12,000 | 03/15/2011 | 03/15/2020 | Common Stock | 12,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HAWTHORNE MARIA R C/O PS BUSINESS PARKS, INC 701 WESTERN AVENUE GLENDALE, CA 91201-2397

SENIOR VICE PRESIDENT

Signatures

/s/ Stephanie G. Heim, Attorney in Fact

09/14/2012

**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) Includes 2,000 restricted stock units.
- (2) 401(k) plan units that represent interests in common stock; based on plan information as of February 23, 2012. There is not a one to one correlation between units and shares.
- (3) Stock Options granted pursuant to the 1997 Stock Option and Incentive Plan.
- Represents weighted average purchase price. These shares were sold at a price ranging from \$70.3200 and \$71.0700 Full information (4) regarding the number of shares purchased at each separate purchase 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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