

HAVNER RONALD L JR
 Form 4
 September 01, 2017

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HAVNER RONALD L JR

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)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2017

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

C/O PS BUSINESS PARKS, INC., 701 WESTERN AVENUE

(Street)

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

GLENDALE, CA 91201

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 08/31/2017 | | | M 2,068 A \$ 55.89 (1) | 2,068 | D | |
| Common Stock | 08/31/2017 | | | M 2,068 A \$ 42.4 (1) | 4,136 | D | |
| Common Stock | 08/31/2017 | | | S 4,136 D \$ 134.8227 (2) | 0 | D | |
| Common Stock | 08/31/2017 | | | S 1,500 D \$ 135.0627 (3) | 0 | I | By IRA (4) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------------------|---------|---|-------------------|
| Common Stock | 08/31/2017 | S | 2,500 | D | \$ 135.0474 (5) | 0 | I | By IRA (6) |
| Common Stock | | | | | | 190,584 | I | By Trust (7) |
| Common Stock | | | | | | 4,000 | I | By Foundation (8) |

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. 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) (9) | \$ 55.89 (10) | 08/31/2017 | | M | 2,068 | 05/05/2009 05/05/2018 | Common Stock | 2,068 |
| Stock Option (right to buy) (9) | \$ 42.4 (11) | 08/31/2017 | | M | 2,068 | 05/04/2010 05/04/2019 | Common Stock | 2,068 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAVNER RONALD L JR C/O PS BUSINESS PARKS, INC. 701 WESTERN AVENUE | X | | | |

GLENDALE, CA 91201

Signatures

/s/ Lily Yan Hughes,
Attorney-in-Fact

09/01/2017

__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).
On December 15, 2014, PSB declared a special dividend, payable on December 30, 2014. As a result, pursuant to anti-dilution provisions of PSB's 2003 Stock Option and Incentive Plan, an option for 2,000 shares of common stock held by the reporting person on December 30, 2014 became exercisable for an additional 68 shares of common stock.
 - (1) Represents weighted average sale price. These shares were sold at prices ranging between \$134.60 and \$135.07. 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.
 - (2) Represents weighted average sale price. These shares were sold at prices ranging between \$135.00 and \$135.13. 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.
 - (3) By a custodian of an IRA for benefit of the reporting person.
 - (4) Represents weighted average sale price. These shares were sold at prices ranging between \$135.00 and \$135.1650. 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.
 - (5) By a custodian of an IRA for benefit of the reporting person's wife.
 - (6) By Havner Family Trust of which the reporting person and his spouse are trustees.
 - (7) Shares owned by the Havner Family Foundation, of which Mr. Havner and his wife are co-trustees, but with respect to which Mr. and Mrs. Havner disclaim any beneficial interest.
 - (8) Stock Option granted pursuant to the 2003 Stock Option and Incentive Plan. The Options vests in five (5) equal annual installments beginning one (1) year from the date of grant.
 - (9) This option was previously reported as an option for 2,000 shares of common stock at an exercise price of \$57.79, but was adjusted to reflect the special dividend declared by PSB on December 15, 2014.
 - (10) This option was previously reported as an option for 2,000 shares of common stock at an exercise price of \$43.84, but was adjusted to reflect the special dividend declared by PSB on December 15, 2014.
 - (11)

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.