

HUGHES B WAYNE JR  
Form 4  
February 01, 2013

**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 \*  
HUGHES B WAYNE JR

2. Issuer Name and Ticker or Trading Symbol  
Public Storage [PSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O PUBLIC STORAGE, 701  
WESTERN AVENUE

10/07/2009

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					8,005	D	(2)
Common Stock					11,348	D	(1)
Common Stock	10/07/2009		G	500 D \$ 0	5,685,580 (3)	I	As Trustee (3)
Common Stock	04/30/2010		G	1,000 D \$ 0	5,684,580 (3)	I	As Trustee (3)
Common Stock	06/30/2010		G	200 D \$ 0	5,684,380 (3)	I	As Trustee (3)

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Common Stock	04/15/2011		G	300	D	\$ 0	5,684,080 <sup>(3)</sup>	I	As Trustee <sup>(3)</sup>
Common Stock	12/21/2012		G	V 95,542	D	\$ 0	5,588,545 <sup>(3)</sup> <sub>(14)</sub>	I	As Trustee <sup>(3)</sup>
Common Stock	12/21/2012		G	V 31,160	A	\$ 0	65,358 <sup>(4)</sup>	I	By daughter <sup>(4)</sup>
Common Stock							3,390	I	As custodian for son <sup>(5)</sup>
Common Stock	12/21/2012		G	V 31,160	A	\$ 0	31,160 <sup>(6)</sup>	I	By son <sup>(6)</sup>
Common Stock							233	I	By wife IRA <sup>(7)</sup>
Common Stock							444	I	By wife <sup>(8)</sup>
Common Stock							44,312	I	By IRA <sup>(9)</sup>
Common Stock							17,890	I	By wife as custodian <sup>(10)</sup>
Common Stock							400,000	I	By LLC <sup>(11)</sup>

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. Price or Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Stock Option (right to buy) <u>(13)</u>	\$ 144.97	05/03/2013	05/03/2022	Common Stock	5,000
Stock Option (right to buy) <u>(13)</u>	\$ 115.96	05/05/2012	05/05/2021	Common Stock	5,000
Stock Option (right to buy) <u>(13)</u>	\$ 94.25	05/06/2011	05/06/2020	Common Stock	5,000
Stock Option (right to buy) <u>(13)</u>	\$ 62.8	05/07/2010	05/07/2019	Common Stock	5,000
Stock Option (right to buy) <u>(13)</u>	\$ 91.81	05/08/2009	05/08/2018	Common Stock	5,000
Stock Option (right to buy) <u>(13)</u>	\$ 91.68	05/03/2008	05/03/2017	Common Stock	2,500
Stock Option (right to buy) <u>(13)</u>	\$ 74.23	08/02/2008	08/02/2017	Common Stock	2,500
Stock Option (right to buy) <u>(12)</u>	\$ 60.06	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

02/01/2013

\_\_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 Tamara Hughes Gustavson and B. Wayne Hughes, Jr. - Separate Property.
- (2) By reporting person and wife as joint tenants.
- (3) By B. Wayne Hughes, Jr., trustee for B. Wayne Hughes, Jr. Living Trust. Includes 1000,000 shares previously reported as owned by reporting person as successor trustee and holder of remainder interest in charitable lead annuity trust.
- (4) Includes a total of 34,198 shares previously reported as owned by reporting person or wife as custodians for daughter. Also reflects gift of 31,160 shares from reporting person.
- (5) By reporting person as custodian for son.
- (6) By son. Reflects gift of 31,160 shares from reporting person.
- (7) By custodian of an IRA for benefit of wife.
- (8) By wife.
- (9) By custodian of an IRA for benefit of reporting person. Includes rollover of 43,081 shares from reporting person's 401(K) plan.
- (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) Stock Options granted pursuant to the 2001 Stock Option and Incentive Plan; options vest in 3 equal annual installments beginning 1 year from grant date.
- (13) Stock Options granted pursuant to the 2007 Equity and Performance-Based Incentive Compensation Plan; options vest in 3 equal annual installments beginning 1 year from grant date.
- (14) Includes upward adjustment of 7 shares to reflect shares previously received under a dividend reinvestment plan through a securities brokerage firm.

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.