

Public Storage
Form 4
February 11, 2015

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
12/12/2014

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				(A) or (D)			
			Code	V	Amount		Price
Common Stock					8,105	D ⁽¹⁾	
Common Stock					11,348	D ⁽²⁾	
Common Stock	12/12/2014		G	V	5,390	D	\$ 0
Common Stock					5,583,155	I	As Trustee ⁽³⁾
Common Stock					65,358	I	By daughter ⁽⁴⁾
Common Stock					3,390	I	As custodian for son ⁽⁵⁾

Edgar Filing: Public Storage - Form 4

Common Stock	31,160	I	By son <u>(6)</u>
Common Stock	233	I	By wife IRA <u>(7)</u>
Common Stock	444	I	By wife <u>(8)</u>
Common Stock	44,312	I	By IRA <u>(9)</u>
Common Stock	17,890	I	By wife as custodian <u>(10)</u>
Common Stock	400,000	I	By LLC <u>(11)</u>
Common Stock	300,000	I	By LLC <u>(12)</u>

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

SEC 1474
(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)	\$ 176.19							05/01/2015	05/01/2024	Common stock	5,000	
Stock Option (right to buy)	\$ 164.62							05/09/2014	05/09/2023	Common Stock	5,000	

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	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

02/09/2015

__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 reporting person and wife as joint tenants.
- (2) By Tamara Hughes Gustavson and B. Wayne Hughes, Jr. - Separate Property.
- (3) By B. Wayne Hughes, Jr., trustee for B. Wayne Hughes, Jr. Living Trust.
- (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. 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.