

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Public Storage Properties XI, Inc.
(Name of Issuer)

Common Stock Series A
(Title of Class of Securities)

744609 10 8
(CUSIP Number)

David Goldberg, 701 Western Avenue, Suite 200, Glendale,
California 91201-2397, 818/244-8080, ext. 529

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 17, 1996
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on
Schedule 13G to report the acquisition which is the subject of
this Schedule 13D, and is filing this schedule because of Rule
13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with the
statement []. (A fee is not required only if the reporting
person: (1) has a previous statement on file reporting
beneficial ownership of more than five percent of the class of
securities described in Item 1; and (2) has filed no amendment
subsequent thereto reporting beneficial ownership of five
percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits,
should be filed with the Commission. See Rule 13d-1(a) for
other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a
reporting person's initial filing on this form with respect to
the subject class of securities, and for any subsequent
amendment containing information which would alter disclosures
provided in a prior cover page.

The information required on the remainder of this cover page
shall not be deemed to be "filed" for the purpose of Section 18
of the Securities Exchange Act of 1934 ("Act") or otherwise
subject to the liabilities of that section of the Act but shall
be subject to all other provisions of the Act (however, see the
Notes).

SCHEDULE 13D

CUSIP No. 744609 10 8

- 1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Public Storage, Inc.
- 2 Check the Appropriate Box if a Member of a Group*
a. []
b. []
- 3 SEC Use Only
- 4 Source of Funds*
WC
- 5 Check Box if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []
- 6 Citizenship or Place of Organization
California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

- 7 Sole Voting Power
217,212
- 8 Shared Voting Power
N/A
- 9 Sole Dispositive Power
216,788
- 10 Shared Dispositive Power
N/A
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
217,212
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* []
- 13 Percent of Class Represented by Amount in Row (11)
11.83%
- 14 Type of Reporting Person*
CO

The Statement on Schedule 13D dated November 16, 1995, as amended and restated by Amendment No. 1 dated January 12, 1996 and Amendment No. 2 dated April 16, 1996 (the "Schedule 13D") filed by Public Storage, Inc. (the "Reporting Person"), relating to the Common Stock Series A, par value \$.01 per share (the "Common Stock Series A" or the "Series A Shares"), of Public Storage Properties XI, Inc., a California corporation (the "Issuer"), is amended by this Amendment No. 3 as set forth below. Defined terms that are not defined herein have the meanings assigned to those terms in the Schedule 13D.

Item 1. Security and Issuer

The address of the principal executive office of the Issuer is 701 Western Avenue, Suite 200, Glendale, California 91201-2397.

Item 2. Identity and Background

The address of the Reporting Person's principal executive office is 701 Western Avenue, Suite 200, Glendale, California 91201-2397.

Item 3. Source and Amount of Funds or Other Consideration

The 75,600 Series A Shares acquired by the Reporting Person (as of June 17, 1996) other than in the Merger were purchased for an aggregate cost (including commissions and fees) of approximately \$1,345,011, with funds obtained from the Reporting Person's working capital.

Item 5. Interest in Securities of the Issuer

As of June 17, 1996, the Reporting Person beneficially owned 217,212 Series A Shares, representing approximately 11.83% of the 1,836,837 Series A Shares outstanding. The Reporting Person has the sole power to vote all of these shares, has the sole power to dispose of 216,788 of those shares, and has no power to dispose of 424 of these shares.

During the 60-day period ended June 17, 1996, the Reporting Person engaged in the following acquisitions of Series A Shares at the following prices (not including commissions):

Transaction Date	No. of Series A Shares Bought	Type of Transaction	Price per Series A Share
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4/22/96	700	open market	\$18.50
4/23/96	600	open market	\$18.25
4/24/96	600	open market	\$18.125
4/25/96	600	open market	\$18.375
4/26/96	500	open market	\$18.375
4/26/96	100	open market	\$18.125
4/29/96	600	open market	\$18.50
4/30/96	200	open market	\$18.25
5/01/96	600	open market	\$18.25
5/02/96	600	open market	\$18.125

5/03/96	300	open market	\$18.125
5/06/96	300	open market	\$18.125
5/07/96	100	open market	\$18.125
5/08/96	500	open market	\$18.00
5/09/96	100	open market	\$17.875
5/10/96	400	open market	\$18.25
5/13/96	3,300	open market	\$18.375
5/13/96	500	open market	\$18.25
5/14/96	500	open market	\$18.375
5/15/96	100	open market	\$18.125
5/16/96	300	open market	\$18.125
5/17/96	100	open market	\$18.125
5/20/96	200	open market	\$18.125
5/21/96	400	open market	\$18.125
5/22/96	500	open market	\$18.125
5/23/96	500	open market	\$18.125
5/24/96	500	open market	\$18.125
5/29/96	200	open market	\$18.00
5/30/96	400	open market	\$18.25
5/31/96	400	open market	\$18.375
6/03/96	500	open market	\$18.25
6/04/96	300	open market	\$18.25