

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>LYNCH J MICHAEL</b>			2. Issuer Name and Ticker or Trading Symbol <b>PS BUSINESS PARKS INC/CA [PSB]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Vice President</b>		
(Last) <b>701 WESTERN AVENUE</b>	(First) <b></b>	(Middle) <b></b>	3. Date of Earliest Transaction (Month/Day/Year) <b>10/29/2003</b>					
(Street) <b>GLENDALE, CA 91201-2397</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) <b></b>	(State) <b></b>	(Zip) <b></b>	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/29/2003		M		16,666	A	\$ 26.71	27,466 (1)	D	
Common Stock	10/29/2003		S		16,666	D	\$ 37.6111	10,800 (1)	D	
Common Stock								436.488 (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 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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy) (3)	\$ 32.85							02/19/2003	02/19/2012	Common Stock	25,000		25,000	D	
Stock Option (right to buy) (3)	\$ 32.85							02/19/2004	02/19/2012	Common Stock	25,000		25,000	D	
Stock Option (right to buy) (3)	\$ 32.85							02/19/2005	02/19/2012	Common Stock	25,000		25,000	D	
Stock Option (right to buy) (3)	\$ 26.71	10/29/2003		M		8,333		09/21/2002	09/21/2011	Common Stock	8,333	\$ 0	0	D	
Stock Option (right to buy) (3)	\$ 26.71	10/29/2003		M		8,333		09/21/2003	09/21/2011	Common Stock	8,333	\$ 0	0	D	

Stock Option (right to buy) <sup>(3)</sup>	\$ 26.71							09/21/2004	09/21/2011	Common Stock	8,334		8,334	D	
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNCH J MICHAEL 701 WESTERN AVENUE GLENDALE, CA 91201-2397			Vice President	

## Signatures

/s/ J. Michael Lynch		10/29/2003
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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 10,800 restricted stock units.
- (2) Based on plan information as of October 28, 2003.
- (3) Stock options pursuant to the 1997 Stock Option and Incentive Plan (the "Plan").

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

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