

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * KING STEPHEN S			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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President & COO			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2004							
701 WESTERN AVENUE										
(Street)			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				
GLENDALE, CA 91201-2349										
(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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	03/15/2004		D		1,500	D	\$ 44.2 (4)	14,510 (1)	D	
Common Stock								6,243.65 (2)	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy) (3)	\$ 31.66					01/10/2004	01/10/2013	Common Stock	3,000		3,000	D	
Stock Option (right to buy) (3)	\$ 31.66					01/10/2005	01/10/2013	Common Stock	3,000		3,000	D	
Stock Option (right to buy) (3)	\$ 31.66					01/10/2006	01/10/2013	Common Stock	3,000		3,000	D	
Stock Option (right to buy) (3)	\$ 31.66					01/10/2007	01/10/2013	Common Stock	3,000		3,000	D	

Stock Option (right to buy) (3)	\$ 31.66							01/10/2008	01/10/2013	Common Stock	3,000		3,000	D	
Stock Option (right to buy) (3)	\$ 26.71							09/21/2002	09/21/2011	Common Stock	8,333		8,333	D	
Stock Option (right to buy) (3)	\$ 26.71							09/21/2003	09/21/2011	Common Stock	13,333		13,333	D	
Stock Option (right to buy) (3)	\$ 26.71							09/21/2004	09/21/2011	Common Stock	13,334		13,334	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KING STEPHEN S 701 WESTERN AVENUE GLENDALE, CA 91201-2349			Vice President & COO	

Signatures

/s/ David Goldberg, Attorney in Fact		03/16/2004
**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) Includes restricted stock units.
- (2) Based on plan information as of February 23, 2004.
- (3) Stock options pursuant to the 1997 Stock Option and Incentive Plan.
- (4) Restricted stock units cancelled in consideration for a payment to me of \$44.20 per share.

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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