

GUSTAVSON TAMARA HUGHES

Form 4

December 04, 2008

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 *
GUSTAVSON TAMARA HUGHES

(Last) (First) (Middle)

C/O PUBLIC STORAGE, 701
WESTERN AVENUE

(Street)

GLENDALE, CA 91201-2349

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2008

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Depository Shares Representing Equity Stock					61	I	As custodian (1)
Depository Shares Representing Equity Stock					1,196,182	D	
Depository Shares Representing Equity Stock					43	D (2)	

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Depository Shares Representing Equity Stock	581	I	By husband as custodian <u>(3)</u>
Depository Shares Representing Equity Stock	581	I	By husband as custodian <u>(4)</u>
Depository Shares Representing Equity Stock	46	I	By IRA <u>(5)</u>
Depository Shares Representing Equity Stock	42	I	By husband <u>(6)</u>
Depository Shares Representing Equity Stock	2,924.1122	I	By 401(k) Plan <u>(7)</u>
Depository Shares Representing Equity Stock	2,953	I	By children <u>(8)</u>
Common Stock	2,500	I	As custodian <u>(1)</u>
Common Stock	11,348	D <u>(2)</u>	
Common Stock	17,890	I	By husband as custodian <u>(3)</u>
Common Stock	17,890	I	By husband as custodian <u>(4)</u>
Common Stock	17,168,792	D	
Common Stock	1,425	I	By IRA <u>(5)</u>

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Common Stock						1,300	I	By husband <u>(6)</u>	
Common Stock						237,657.3659	I	By 401(k) Plan <u>(7)</u>	
Common Stock						5,500	D <u>(9)</u>		
Common Stock						2,000,000	I	By GRAT <u>(10)</u>	
Common Stock						2,000,000	I	By GRAT <u>(11)</u>	
Common Stock	12/03/2008		S	<u>197,500</u> <u>(12)</u>	D	\$ 64,4841	0 <u>(12)</u>	I	By husband as trustee <u>(12)</u>
Common Stock	12/02/2008		S	<u>168,191</u> <u>(13)</u>	D	\$ 63.8555	424,309 <u>(13)</u>	I	By husband as trustee <u>(13)</u>
Common Stock	12/03/2008		S	<u>62,884</u> <u>(13)</u>	D	\$ 63.9623	361,425 <u>(13)</u>	I	By husband as trustee <u>(13)</u>
Common Stock	12/04/2008		S	<u>138,250</u> <u>(13)</u>	D	\$ 66.5428	223,175 <u>(13)</u>	I	By husband as trustee <u>(13)</u>

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 of Derivative Security (Instr. 3)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
					Code
Stock Options (right to buy) ⁽¹⁴⁾	\$ 70.72	11/25/2009	11/25/2018	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUSTAVSON TAMARA HUGHES C/O PUBLIC STORAGE 701 WESTERN AVENUE GLENDALE, CA 91201-2349	X	X		

Signatures

/s/ David Goldberg, Attorney in Fact
12/04/2008

**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 as custodian for son.
- (2) By Tamara Hughes Gustavson and B. Wayne Hughes, Jr. - Separate Property.
- (3) By husband as custodian for son.
- (4) By husband as custodian for daughter.
- (5) By custodian of an IRA for benefit of reporting person.
- (6) By husband.
- (7) 401(k) plan units that represent interests in common stock; based on plan information as of November 13, 2008.
- (8) 50% interest in H-G Family Corporation, which owns 5,906 Depositary Shares.
- (9) By reporting person and husband.
- (10) By Tamara Hughes Gustavson, trustee of Tamara Hughes Gustavson 3-08 Annuity Trust for benefit of son.
- (11) By Tamara Hughes Gustavson, trustee of Tamara Hughes Gustavson 3-08 Annuity Trust for benefit of daughter.
- (12) By husband of reporting person as trustee under two trusts dated December 8, 2005 for the benefit of their children of a 39.5% interest in American Commercial Equities Two, LLC ("ACE 2"). On December 3, 2008, ACE 2 sold a total of 500,000 shares of Common Stock.
By husband of reporting person as trustee under two trusts dated December 8, 2005 for the benefit of their children of a 39.5% interest in
- (13) American Commercial Equities Three, LLC ("ACE 3"). On December 2, 3 and 4, 2008, ACE 3 sold a total of 425,800 shares of Common Stock, 159,200 shares of Common Stock and 350,000 shares of Common Stock, respectively.
- (14) 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.

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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