

PUBLIC STORAGE INC /CA
 Form 4
 May 18, 2006

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, 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 *
HARKHAM URI P

(Last) (First) (Middle)

**C/O PUBLIC STORAGE, INC., 701
 WESTERN AVENUE**

(Street)

GLENDALE, CA 91201-2349

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PUBLIC STORAGE INC /CA [PSA]

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

05/17/2006

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 | | | |
| Common Stock | | | | | 2,500 | D | |
| Common Stock | | | | | 25,774 | I | By Profit Sharing Plan ⁽¹⁾ |
| Common Stock | | | | | 1,925 | I | By IRA ⁽²⁾ |
| Common Stock | | | | | 4,000 | I | By wholly owned corporation ⁽³⁾ |

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| | | | | | | | | |
|---|------------|---|-------|---|----------|--------|---|-----------------------------------|
| Common Stock | 05/17/2006 | P | 1,000 | A | \$ 72.35 | 4,210 | I | As trustee <u>(4)</u> |
| Common Stock | | | | | | 15,920 | I | By trust <u>(5)</u> |
| Depository Shares Representing Equity Stock, Series A | | | | | | 3,000 | I | By Profit Sharing Plan <u>(1)</u> |
| Depository Shares Representing Equity Stock, Series A | | | | | | 146 | I | By IRA <u>(2)</u> |
| Depository Shares Representing Equity Stock, Series A | | | | | | 256 | I | As trustee <u>(4)</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 or Amount of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Stock Option (right to buy) <u>(7)</u> | \$ 60.06 | | | | | 05/05/2006 | 05/05/2015 | Common Stock | 2,500 |

| | | | | | |
|---|------------|------------|------------|-----------------|-------|
| Stock Option (right to buy) <u>(7)</u> | \$ 43.33 | 05/06/2005 | 05/06/2014 | Common Stock | 2,500 |
| Stock Option (right to buy) <u>(7)</u> | \$ 32.91 | 05/08/2004 | 05/08/2013 | Common Stock | 2,500 |
| Stock Option (right to buy) <u>(7)</u> | \$ 26.81 | 05/10/2002 | 05/10/2011 | Common Stock | 2,500 |
| Stock Option (right to buy) <u>(6)</u> | \$ 28.625 | 05/06/2000 | 05/06/2009 | Common Stock | 2,500 |
| Stock Option (right to buy) <u>(6)</u> | \$ 27.6875 | 11/04/1999 | 11/04/2008 | Common Stock | 2,500 |
| Stock Option (right to buy) <u>(6)</u> | \$ 26.9375 | 11/11/1998 | 11/11/2007 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARKHAM URI P C/O PUBLIC STORAGE, INC. 701 WESTERN AVENUE GLENDALE, CA 91201-2349 | X | | | |

Signatures

/s/ Stephanie G. Heim, Attorney
in Fact

05/18/2006

**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 Uri P. Harkham, Trustee of Harkham Industries, Inc. (DBA Jonathan Martin, Inc.) Profit Sharing Plan dated 10/1/80.
- (2) By a custodian of an IRA for benefit of Uri P. Harkham.

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- (3) By Harkham Industries, Inc. (DBA Jonathan Martin, Inc.), a corporation wholly owned by the reporting person.
- (4) By Uri P. Harkham, Trustee of Uri Harkham Trust.
- (5) By trust for the benefit of Uri P. Harkham's children.
- (6) Stock Options granted pursuant to the 1996 Stock Option and Incentive Plan; options vest in 3 equal annual installments beginning 1 year from grant date.
- (7) Stock Options granted pursuant to the 2001 Stock Option and Incentive 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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