

Public Storage
Form 4
January 22, 2016

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 *
HUGHES B WAYNE JR

(Last) (First) (Middle)

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

(Street)

GLENDALE, CA 91201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2015

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)
			Code	V Amount (D) Price			
Common Stock					2,500	D	
Common Stock	11/23/2015		G	V 1,445 D \$ 0	5,087,785	I	As Trustee (1)
Common Stock	12/23/2015		G	V 24,146 D \$ 0	5,063,639	I	As Trustee (1)
Common Stock	01/05/2016		G	V 1,990 D \$ 0	5,061,649	I	As Trustee (1)
Common Stock					8,005	D	

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Common Stock	11,348	D ⁽²⁾	
Common Stock	44,312	I	By IRA ⁽³⁾

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 Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (right to buy) ⁽⁴⁾	\$ 187.91					04/30/2016 04/30/2025		Common Stock	5,000
Stock Option (right to buy) ⁽⁴⁾	\$ 176.19					05/01/2015 05/01/2024		Common stock	5,000
Stock Option (right to buy) ⁽⁴⁾	\$ 164.62					05/09/2014 05/09/2023		Common Stock	5,000
Stock Option (right to buy) ⁽⁴⁾	\$ 144.97					05/03/2013 05/03/2022		Common Stock	5,000
Stock Option (right to	\$ 115.96					05/05/2012 05/05/2021		Common Stock	5,000

buy) ⁽⁴⁾					
Stock					
Option	\$ 94.25	05/06/2011	05/06/2020	Common	5,000
(right to				Stock	
buy) ⁽⁴⁾					
Stock					
Option	\$ 62.8	05/07/2010	05/07/2019	Common	5,000
(right to				Stock	
buy) ⁽⁴⁾					
Stock					
Option	\$ 91.81	05/08/2009	05/08/2018	Common	5,000
(right to				Stock	
buy) ⁽⁴⁾					
Stock					
Option	\$ 74.23	08/02/2008	08/02/2017	Common	2,500
(right to				Stock	
buy) ⁽⁴⁾					
Stock					
Option	\$ 91.68	05/03/2008	05/03/2017	Common	2,500
(right to				Stock	
buy) ⁽⁴⁾					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES B WAYNE JR C/O PUBLIC STORAGE 701 WESTERN AVENUE GLENDALE, CA 91201	X	X		

Signatures

/s/ David Goldberg,
Attorney-in-Fact

01/21/2016

 **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 B. Wayne Hughes, Jr., trustee for B. Wayne Hughes, Jr. Living Trust.
- (2) By Tamara Hughes Gustavson and B. Wayne Hughes, Jr. - Separate Property.
- (3) By custodian of an IRA for benefit of reporting person.
- (4) Stock Options granted pursuant to the 2007 Equity and Performance-Based Incentive Compensation Plan, as Amended. Options vest in three (3) equal annual installments beginning one (1) year from the 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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