PS BUSINESS PARKS INC/CA
Form 8-K
May 31, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) May 30, 2002

PS Business Parks, Inc.
(Exact Name of Registrant as Specified in Charter)

California	1-10709	95-4300881
State or Other Jurisdiction of Incorporation)	(Commission File Number)	IRS Employer Identification No.)

701 Western Avenue, Glendale, California	91201-2397
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code (818) 244-8080

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events

On May 30, 2002, PS Business Parks, Inc., a California corporation (the "Company"), entered into an Underwriting Agreement (the "Underwriting Agreement") among the Company, PS Business Parks, L.P., a California limited partnership, Acquiport Two Corporation, a Delaware corporation (the "Selling Stockholder"), and Goldman, Sachs & Co., relating to a public offering by the Selling Stockholder of 3,100,000 shares (the "Shares") of the Company's Common Stock, par value $.01 per share.

The offering is being made under a Registration Statement on Form S-3 (No. 333-78627) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission on June 2, 1999.

On May 31, 2002, the Company filed with the Securities and Exchange Commission a supplement to the prospectus in the Registration Statement, dated May 30, 2002, relating to the issuance and sale of the Shares (the "Prospectus Supplement").

This Current Report on Form 8-K is being filed for the purpose of filing as exhibits the Underwriting Agreement and an opinion of counsel in connection with the filing of the Prospectus Supplement and the public offering of the Shares.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit 1.1 -	Underwriting Agreement, dated May 30, 2002, among PS Business Parks, Inc., PS Business Parks, L.P., Acquiport Two Corporation and Goldman, Sachs & Co.
Exhibit 5.1 -	Opinion of David Goldberg as to the validity of the Shares.
Exhibit 23.1 -	Consent of David Goldberg (contained in Exhibit 5.1).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PS BUSINESS PARKS, INC.

By: /s/ Jack Corrigan

Jack Corrigan
Vice President and Chief Financial Officer

Date: May 30, 2002

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