

COLEMAN VICTOR J
Form 4
July 01, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COLEMAN VICTOR J

2. Issuer Name **and** Ticker or Trading
Symbol
Hudson Pacific Properties, Inc.
[HPP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
11601 WILSHIRE BLVD. SUITE
1600

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chief Executive Officer

(Street)
LOS ANGELES, CA 90025

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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, par value \$0.01	06/29/2010		J ⁽¹⁾		100	D	\$ 10 0
Common Stock, par value \$0.01	06/29/2010		J ⁽²⁾		117,647	A	\$ 17 117,647
Common Stock, par value \$0.01	06/29/2010		A ⁽³⁾		117,647	A	\$ 0 117,647

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)
Partnership Units ⁽⁴⁾	<u>(5)</u>	06/29/2010		J ⁽⁶⁾	402,907	08/29/2011 ⁽⁷⁾	Common Stock, par value \$0.01 402,907

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLEMAN VICTOR J 11601 WILSHIRE BLVD. SUITE 1600 LOS ANGELES, CA 90025	X		Chief Executive Officer	

Signatures

/s/ Victor Coleman 06/28/2010

 **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) Shares of common stock issued in the initial capitalization of the Issuer were redeemed by the Issuer at the initial issuance price of \$10.00 per share.
- (2) Shares of common stock purchased in a private placement concurrent with the Issuer's initial public offering at the initial public offering price of \$17.00 per share.
- Shares of restricted common stock issued pursuant to the Hudson Pacific Properties, Inc. and Hudson Pacific Properties, L.P. 2010
- (3) Incentive Award Plan and an Employment Agreement, dated April 22, 2010, by and between the Issuer, Hudson Pacific Properties, L.P., a Maryland limited partnership (the "Operating Partnership") and the Reporting Person.
- (4) Represents common units of limited partnership interest ("OP Units") in the Operating Partnership. The Issuer is the general partner of the Operating Partnership. OP Units are redeemable fourteen months from the Transaction Date for cash equal to the then-current market

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value of one share of common stock, or at the election of the Issuer, for shares of the Issuer's common stock on a one-for-one basis.

- (5) The OP Units are exchangeable for common stock of the Issuer on a one-for-one basis.

- (6) The OP Units were received in exchange for the direct or indirect contribution to the Operating Partnership, of which the Issuer is the general partner, of certain membership or ownership interests in certain limited liability companies which own and manage, directly or indirectly, certain properties in southern California. The value of the OP Units was \$17.00 per share as of the Transaction Date, based on the price of the common stock of the Issuer at the time of the Issuer's initial public offering.

- (7) Not Applicable.

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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