

Public Storage
Form 10-K
February 25, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10 K

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2014.

or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to .

Commission File Number: 001 33519

PUBLIC STORAGE

(Exact name of Registrant as specified in its charter)

Maryland	95 3551121
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

701 Western Avenue, Glendale, California 91201-2349

(Address of principal executive offices) (Zip Code)

(818) 244 8080

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

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Depository Shares Each Representing 1/1,000 of a 5.200% Cumulative Preferred Share, Series W \$.01 par value	New York Stock Exchange
Title of each class	Name of each exchange on which registered
Depository Shares Each Representing 1/1,000 of a 6.875% Cumulative Preferred Share, Series O \$.01 par value	New York Stock Exchange
Depository Shares Each Representing 1/1,000 of a 6.500% Cumulative Preferred Share, Series P \$.01 par value	New York Stock Exchange
Depository Shares Each Representing 1/1,000 of a 6.500% Cumulative Preferred Share, Series Q \$.01 par value	New York Stock Exchange
Depository Shares Each Representing 1/1,000 of a 6.350% Cumulative Preferred Share, Series R \$.01 par value	New York Stock Exchange
Depository Shares Each Representing 1/1,000 of a 5.900% Cumulative Preferred Share, Series S \$.01 par value	New York Stock Exchange
Depository Shares Each Representing 1/1,000 of a 5.750% Cumulative Preferred Share, Series T \$.01 par value	New York Stock Exchange
Depository Shares Each Representing 1/1,000 of a 5.625% Cumulative Preferred Share, Series U \$.01 par value	New York Stock Exchange
Depository Shares Each Representing 1/1,000 of a 5.375% Cumulative Preferred Share, Series V \$.01 par value	New York Stock Exchange

Depository Shares Each Representing 1/1,000 of a 5.200% Cumulative Preferred Share, Series W	New York Stock
\$.01 par value	Exchange
Depository Shares Each Representing 1/1,000 of a 5.200% Cumulative Preferred Share, Series X	New York Stock
\$.01 par value	Exchange
Depository Shares Each Representing 1/1,000 of a 6.375% Cumulative Preferred Share, Series Y	New York Stock
\$.01 par value	Exchange
Depository Shares Each Representing 1/1,000 of a 6.000% Cumulative Preferred Share, Series Z	New York Stock
\$.01 par value	Exchange
Depository Shares Each Representing 1/1,000 of a 5.875% Cumulative Preferred Share, Series A	New York Stock
\$.01 par value	Exchange
Common Shares, \$.10 par	New York Stock
value.....	Exchange

Securities registered pursuant to Section 12(g) of the Act: None (Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-accelerated Filer ☐ Smaller Reporting Company ☐

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [] No [X]

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The aggregate market value of the voting and non-voting common shares held by non-affiliates of the Registrant as of June 30, 2014:

Common Shares, \$0.10 Par Value Per Share – \$24,958,344,000 (computed on the basis of \$171.35 per share, which was the reported closing sale price of the Company's Common Shares on the New York Stock Exchange (the “NYSE”) on June 30, 2014).

As of February 19, 2015, there were 172,808,464 outstanding Common Shares, \$.10 par value per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement to be filed in connection with the Annual Meeting of Shareholders to be held in 2015 are incorporated by reference into Part III of this Annual Report on Form 10-K to the extent described therein.

PART I

ITEM 1. Business

Forward Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements in this document, other than statements of historical fact, are forward-looking statements which may be identified by the use of the words "expects," "believes," "anticipates," "plans," "would," "should," "may," "estimates" and similar expressions.

These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which may cause our actual results and performance to be materially different from those expressed or implied in the forward-looking statements. Factors and risks that may impact our future results and performance include, but are not limited to, those described in Item 1A, "Risk Factors" and in our other filings with the Securities and Exchange Commission (the "SEC") including:

- general risks associated with the ownership and operation of real estate, including changes in demand, risks related to development of self-storage facilities, potential liability for environmental contamination, natural disasters and adverse changes in laws and regulations governing property tax, real estate and zoning;
- risks associated with downturns in the national and local economies in the markets in which we operate, including risks related to current economic conditions and the economic health of our customers;
- the impact of competition from new and existing self-storage and commercial facilities and other storage alternatives;
- difficulties in our ability to successfully evaluate, finance, integrate into our existing operations, and manage acquired and developed properties;
- risks associated with international operations including, but not limited to, unfavorable foreign currency rate fluctuations and local and global economic uncertainty that could adversely affect our earnings and cash flows;
 - risks related to our participation in joint ventures;
- the impact of the regulatory environment as well as national, state, and local laws and regulations including, without limitation, those governing environmental, taxes and tenant insurance matters and real estate investment trusts ("REITs"), and risks related to the impact of new laws and regulations;
- risk of increased tax expense associated either with a possible failure by us to qualify as a REIT, or with challenges to intercompany transactions with our taxable REIT subsidiaries;
- changes in federal or state tax laws related to the taxation of REITs, which could impact our status as a REIT;
- disruptions or shutdowns of our automated processes, systems and the Internet or breaches of our data security;

- risks associated with the self-insurance of certain business risks, including property and casualty insurance, employee health insurance and workers compensation liabilities;
- difficulties in raising capital at a reasonable cost; and
- economic uncertainty due to the impact of terrorism or war.

These forward looking statements speak only as of the date of this report or as of the dates indicated in the statements. All of our forward-looking statements, including those in this report, are qualified in their entirety by this statement. We expressly disclaim any obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, new estimates, or other factors, events or circumstances after the date of these forward looking statements, except as required by law. Given these risks and uncertainties, you should not rely on any forward-looking statements in this report, or which management may make orally or in writing from time to time, as predictions of future events nor guarantees of future performance.

General

Public Storage (referred to herein as “the Company”, “the Trust”, “we”, “us”, or “our”), a Maryland REIT, was organized in 1980.

At December 31, 2014, our principal business activities were as follows:

- Domestic Self-Storage:** We acquire, develop, own, and operate self-storage facilities which offer storage spaces for lease on a month-to-month basis, for personal and business use. We are the largest owner and operator of self-storage facilities in the United States (the “U.S.”). We have direct and indirect equity interests in 2,250 self-storage facilities (146 million net rentable square feet of space) located in 38 states within the U.S. operating under the “Public Storage” brand name.
- European Self-Storage:** We have a 49% equity interest in Shurgard Self Storage Europe Limited (“Shurgard Europe”) which owns 192 self-storage facilities (ten million net rentable square feet) located in seven countries in Western Europe operated under the “Shurgard” brand name. We believe Shurgard Europe is the largest owner and operator of self-storage facilities in Western Europe. We also wholly own one self-storage facility in the United Kingdom which is managed by Shurgard Europe.
- Commercial:** We have a 42% equity interest in PS Business Parks, Inc. (“PSB”), a publicly held REIT which owns and operates 28.6 million net rentable square feet of commercial space. We also wholly-own 1.3 million net rentable square feet of commercial space, substantially all of which is managed by PSB.

In addition, we reinsure policies against losses to goods stored by customers in our self-storage facilities, sell merchandise at our self-storage facilities and manage self-storage facilities owned by third-party owners.

For all periods presented herein, we have elected to be treated as a REIT, as defined in the Internal Revenue Code. As a REIT, we do not incur federal income tax on our REIT taxable income (generally, net rents and gains from real property, dividends, and interest) that is fully distributed each year (for this purpose, certain distributions paid in a subsequent year may be considered), and if we meet certain organizational and operational rules. We believe we met these requirements in all periods presented herein, and we expect to continue to elect and qualify as a REIT.

We report annually to the SEC on Form 10-K, which includes financial statements certified by our independent registered public accountants. We also report quarterly to the SEC on Form 10-Q, which includes unaudited financial statements with such filings. We expect to continue such reporting.

On our website, www.publicstorage.com, we make available, free of charge, our Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after the reports and amendments are electronically filed with or furnished to the SEC.

Competition

We believe that storage customers generally store their goods within a five mile radius of their home or business. Most of our facilities compete with other nearby self-storage facilities that use the same marketing channels we use, including Internet advertising, signage, and banners, and offer the same service we do. As a result, competition is significant and affects the occupancy levels, rental rates, rental income and operating expenses of our facilities.

While competition is significant, the self-storage industry remains fragmented in the U.S. We believe that we own approximately 6% of the aggregate self-storage square footage in the U.S., and that collectively the five largest self-storage operators in the U.S. own approximately 13%, with all other self-storage space owned by numerous private regional and local operators. We believe this market fragmentation enhances the advantage of our brand name, as well as the economies of scale we enjoy with approximately 71% of our 2014 same-store revenues in the 20 Metropolitan Statistical Areas (each, an “MSA”, as defined by the U.S. Census Bureau) with the highest population levels.

Such fragmentation also provides opportunities for us to acquire additional facilities; however, we compete with a wide variety of institutions and other investors who also view self-storage facilities as attractive investments. The amount of capital available for real estate investments greatly influences the competition for ownership interests in facilities and, by extension, the yields that we can achieve on newly acquired investments.

Business Attributes

We believe that we possess several primary business attributes that permit us to compete effectively:

Centralized information networks: Our centralized reporting and information network enables us to identify changing market conditions and operating trends as well as analyze customer data and quickly change each of our individual properties’ pricing and promotions on an automated basis.

Convenient shopping experience: Customers can conveniently shop the space available at our facilities, reviewing attributes such as facility location, size, amenities such as climate-control, as well as pricing, and learn about ancillary businesses through the following marketing channels:

- **Our Desktop and Mobile Websites:** The online marketing channel continues to grow in prominence, with approximately 60% of our move-ins in 2014 sourced through our websites, as compared to 36% in 2010. In addition, we believe that many of our customers who directly call our call center, or who move-in to a facility on a walk-in basis, have already reviewed our pricing and space availability through our websites. We invest extensively in advertising on the Internet to attract potential customers, primarily through the use of search engines, and we regularly update and improve our websites to enhance their productivity.
- **Our Call Center:** Our call center is staffed by skilled sales specialists. Customers reach our call center by calling our advertised toll-free telephone referral number, (800) 44-

STORE, or telephone numbers provided on the Internet. We believe giving customers the option to interact with a call center agent, despite the higher marginal cost relative to an internet reservation, enhances our ability to close sales with potential customers.

- **Our Properties:** Customers can also shop at any one of our facilities. Property managers access the same information that is available on our website and to our call center agents, and can inform the customer of storage alternatives at that site or our other nearby storage facilities. Property managers are extensively trained to maximize the conversion of such “walk in” shoppers into customers.

Economies of scale: We are the largest provider of self-storage space in the U.S. As of December 31, 2014, we operated 2,250 self-storage facilities with 1.4 million self-storage spaces. These facilities are generally located in major markets within 38 states in the U.S. The size and scope of our operations have enabled us to achieve high operating margins and a low level of administrative costs relative to revenues through the centralization of many functions, such as facility maintenance, employee compensation and benefits programs, revenue management, as well as the development and documentation of standardized operating procedures. We also believe that our major market concentration provides managerial efficiencies stemming from having a large percentage of our facilities in close proximity to each other.

We believe that we have significant market share and concentration in major metropolitan centers, which increase the cost effectiveness of our promotional programs relative to our competitors. Our large market share in major metropolitan markets and well-recognized brand name improves our prominence in unpaid search results for self-storage on major online search engines, and enhances the efficiency of our bidding for paid multiple-keyword advertising. We can use television advertising in many markets, while most of our competitors cannot do so cost-effectively.

Brand name recognition: We believe that the “Public Storage” brand name is the most recognized and established name in the self-storage industry in the U.S, due to our national reach in major markets in 38 states, our highly visible facilities, and our facilities’ distinct orange colored doors and signage. We believe the “Public Storage” name is one of the most frequently used search terms used by customers using Internet search engines for self-storage. We believe that the “Shurgard” brand, used by Shurgard Europe, is a similarly established and valuable brand in Europe. We believe that the awareness of our brand name results in a high percentage of potential storage customers considering our facilities, relative to other operators.

Growth and Investment Strategies

Our growth strategies consist of: (i) improving the operating performance of our existing self-storage facilities, (ii) acquiring more facilities, (iii) developing new facilities and by adding more self-storage space to existing facilities, (iv) participating in the growth of the commercial operations we have an interest in, primarily our investment in PSB, and (v) participating in the growth of Shurgard Europe. While our long-term strategy includes each of these elements, in the short run the level of growth in our asset base in any period is dependent upon the cost and availability of capital, as well as the relative attractiveness of investment alternatives.

Improve the operating performance of existing facilities: We seek to increase the net cash flow of our existing self-storage facilities by (i) regularly analyzing our call volume, reservation activity, Internet activity, move-in/move-out rates and other market supply and demand factors and responding by adjusting our marketing activities and rental rates, (ii) attempting to maximize revenues through evaluating the appropriate balance between occupancy, rental rates, and promotional discounting and (iii) controlling operating costs. We believe that our property management personnel, systems, our convenient shopping options for the customer, our economies of scale, and our advertising programs will continue to enhance our ability to meet these goals.

Acquire properties owned or operated by others in the U.S.: We seek to capitalize on the fragmentation of the self-storage business through acquiring attractively priced, well-located existing self-storage facilities. We believe our presence in and knowledge of substantially all of the major markets in the U.S. enhances our ability to identify attractive acquisition opportunities. Data on the rental rates and occupancy levels of our existing facilities provides us an advantage in evaluating the potential of acquisition opportunities. Self-storage owners decide whether to market their facilities for sale based upon many factors, including potential reinvestment returns, expectations of future growth, estimated value, the cost of debt financing, as well as personal considerations. Our aggressiveness in competing for particular marketed facilities depends upon many factors including our opinion as to the potential for future growth, the quality of construction and location, the cash flow we expect from the facility when operated on our platform, how well the facility fits into our current geographic footprint, as well as our yield expectations. During 2014, 2013 and 2012, we acquired 44, 121 and 24 facilities, respectively, from third parties for approximately \$431 million, \$1.2 billion and \$226 million, respectively, primarily through large portfolio acquisitions. We will continue to seek to acquire properties in 2015; however, there is significant competition to acquire existing facilities and there can be no assurance as to the level of facilities we may acquire.

Develop new self-storage facilities and expansion of existing facilities: The development of new self-storage locations and the expansion of existing facilities has been an important source of growth. Since the beginning of 2013, we have expanded our development efforts due in part to the significant increase in prices being paid for existing facilities, in many cases well above the cost of developing new facilities. At December 31, 2014, we had a development pipeline to develop new self-storage facilities and, to a lesser extent, expand existing self-storage facilities, which will add approximately 3.5 million net rentable square feet of self-storage space. The aggregate cost of these projects is estimated at \$411 million, of which \$105 million had been incurred at December 31, 2014, and the remaining costs will be incurred primarily in 2015. Some of these projects are subject to significant contingencies such as entitlement approval. We expect to continue to seek additional development projects; however, the level of future development may be limited due to various constraints such as difficulty in finding projects that meet our risk-adjusted yield expectations and challenges in obtaining building permits for self-storage activities in certain municipalities.

Participate in the growth of commercial facilities primarily through our ownership in PS Business Parks, Inc.: Our investment in PSB provides diversification into another asset type. PSB is a stand-alone public company traded on the NYSE. During 2013, we increased our investment in PSB by acquiring 1,356,748 shares of PSB common stock in open-market transactions and directly from PSB, for an aggregate cost of \$105.0 million. As of December 31, 2014, we have a 42% equity interest in PSB.

PSB seeks to grow its asset base in favorable markets as well as increase the cash flows from its existing portfolio. From 2010 through 2014, PSB has acquired an aggregate total of 11.3 million rentable square feet in key markets for an aggregate purchase price of approximately \$1.1 billion. In 2014, PSB disposed of certain nonstrategic assets with an aggregate of 1.9 million rentable square feet in Arizona and Oregon, receiving net proceeds aggregating \$212.2 million. As of December 31, 2014, PSB owned and operated approximately 28.6 million net rentable square feet of commercial space, and had an enterprise value of approximately \$4.0 billion (based upon the trading price of PSB's common stock combined with the liquidation value of its debt and preferred stock as of December 31, 2014).

Participate in the growth of European self-storage through ownership in Shurgard Europe: We believe Shurgard Europe is the largest self-storage company in Western Europe. It owns and operates 192 facilities with approximately ten million net rentable square feet in: France (principally Paris), Sweden (principally Stockholm), the United Kingdom (principally London), the Netherlands, Denmark (principally Copenhagen), Belgium and Germany. We own 49% of Shurgard Europe, with the other 51% owned by a large U.S. institutional investor.

Customer awareness and availability of self-storage is significantly lower in Europe than in the U.S. However, with more awareness and product supply, we believe there is potential for increased demand for storage space in Europe. In the long run, we believe Shurgard Europe could capitalize on

potential increased demand through the development of new facilities or, to a lesser extent, acquiring existing facilities.

Financing of the Company's Growth Strategies

Overview of financing strategy: As a REIT, we generally distribute 100% of our taxable income to our shareholders, which relative to a taxable C corporation, limits the amount of cash flow from operations that we can retain for investments. As a result, in order to grow our asset base, access to capital is important. Historically we have primarily financed our investment activities with retained operating cash flow and net proceeds from the issuance of preferred and common securities. Occasionally we use short-term bank debt as bridge financing when capital market conditions are not favorable to issue either preferred or common securities. We are evaluating raising additional capital through the issuance of medium or long-term debt instruments, and may do so over the next twelve months.

Permanent capital: We have generally been able to raise capital through the issuance of preferred securities at an attractive cost of capital relative to the issuance of our common shares and, as a result, issuances of common shares have been minimal over the past several years. However, rates and market conditions for the issuance of preferred securities can be volatile or inefficient from time to time, and the market coupon rate of our preferred securities is influenced by long-term interest rates. During the early part of 2013, we issued preferred securities with coupon rates of 5.2%, but later in 2013, rates increased and market conditions for the issuance of common and preferred capital worsened. As a result, in December 2013 we borrowed \$750.1 million from banks to bridge finance our acquisition activities during that timeframe. Subsequently, preferred share coupon rates and market conditions steadily improved, and by September 2014, we repaid our bridge financing, in part, from the issuance of preferred securities. During 2014, we issued an aggregate of \$762.5 million in preferred securities, with an average coupon rate of 6.11%. Notwithstanding the recent market turbulence, we continue to view preferred capital as an important source of capital over the long-term.

Bridge financing: We have in the past used our \$300 million revolving line of credit as temporary "bridge" financing and repaid such borrowings with permanent capital. At December 31, 2013, we had approximately \$50.1 million outstanding on our line of credit and \$700 million due to Wells Fargo pursuant to a term loan which was used to fund our acquisitions of self-storage facilities in the fourth quarter of 2013. We repaid the \$750.1 million of bridge financing by September 30, 2014, in part, through the issuance of preferred securities. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources" for more information.

Borrowing through mortgage loans or senior debt: Even though preferred securities have a higher coupon rate than long-term debt, we have generally not issued conventional debt due to refinancing risk associated with debt and other benefits of preferred securities described in more detail in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources." We have broad powers to borrow in furtherance of our objectives without a vote of our shareholders. These powers are subject to a limitation on unsecured borrowings in our Bylaws described in "Limitations on Debt" below. Our senior debt has an "A" credit rating by Standard and Poor's. We believe this high rating, combined with our low level of debt, could allow us to issue a significant amount of unsecured debt at lower interest rates than the coupon rates on preferred securities if we chose to. Given the current low interest rate environment combined with having minimal debt outstanding at December 31, 2014, we may seek to raise capital through the issuance of a modest amount of medium to long-term debt.

Assumption of Debt: Substantially all of our mortgage debt outstanding was assumed in connection with real estate acquisitions. When we have assumed debt in the past, we did so because the nature of the loan terms did not allow prepayment, or a prepayment penalty made it economically disadvantageous to prepay.

Issuance of securities in exchange for property: We have issued both our common and preferred securities in exchange for real estate and other investments in the past. Future issuances will be dependent

upon our financing needs and capital market conditions at the time, including the market prices of our equity securities.

Joint Venture financing: We have used joint ventures with institutional investors and we may form additional joint ventures in the future, primarily to buy or develop self-storage facilities.

Disposition of properties: Generally, we have disposed of self-storage facilities only when compelled to do so through condemnation proceedings. We do not presently intend to sell any significant number of self-storage facilities in the future, though there can be no assurance that we will not.

Investments in Real Estate and Unconsolidated Real Estate Entities

Investment Policies and Practices with respect to our investments: Following are our investment practices and policies which, though we do not anticipate any significant alteration, can be changed by our board of trustees (the “Board”) without a shareholder vote:

- Our investments primarily consist of direct ownership of self-storage facilities (the nature of our self-storage facilities is described in Item 2, “Properties”), as well as partial interests in entities that own self-storage facilities.
- Our partial ownership interests primarily reflect general and limited partnership interests in entities that own self-storage facilities that are managed by us under the “Public Storage” brand name in the U.S., as well as storage facilities managed in Europe under the “Shurgard” brand name which are owned by Shurgard Europe.
- Additional acquired interests in real estate (other than the acquisition of properties from third parties) will include common equity interests in entities in which we already have an interest.
- To a lesser extent, we have interests in existing commercial properties (described in Item 2, “Properties”), containing commercial and industrial rental space, primarily through our investment in PSB.

Facilities Owned by Subsidiaries

In addition to our direct ownership of 2,223 self-storage facilities in the U.S. and one self-storage facility in London, England at December 31, 2014, we have controlling indirect interests in entities that own 14 self-storage facilities in the U.S. Due to our controlling interest in each of these entities, we consolidate the assets, liabilities, and results of operations of these entities in our financial statements.

Facilities Owned by Unconsolidated Real Estate Entities

At December 31, 2014, we also had ownership interests in entities that we do not control or consolidate. These entities include PSB, Shurgard Europe (each discussed above), and various limited partnerships that own an aggregate of 13 self-storage facilities. These entities are referred to collectively as the “Unconsolidated Real Estate Entities.”

PSB, which files financial statements with the SEC, and Shurgard Europe, have debt and other obligations that we do not consolidate in our financial statements. None of the other Unconsolidated Real Estate Entities have significant amounts of debt or other obligations. See Note 4 to our December 31, 2014 financial statements for further disclosure regarding the assets, liabilities and operating results of the Unconsolidated Real Estate Entities.

Limitations on Debt

Without the consent of holders of the various series of Preferred Shares, we may not take any action that would result in our “Debt Ratio” exceeding 50%. “Debt Ratio”, as defined in the related governing documents, represents generally the ratio of debt to total assets before accumulated depreciation and amortization on our balance sheet, in accordance with U.S. generally accepted accounting principles. As of December 31, 2014, the Debt Ratio was approximately 0.5%.

Our bank and senior unsecured debt agreements contain various customary financial covenants, including limitations on the level of indebtedness and the prohibition of the payment of dividends upon the occurrence of defined events of default. We believe we were in compliance with each of these covenants as of December 31, 2014.

Employees

We had approximately 5,300 employees in the U.S. at December 31, 2014 which are engaged primarily in property operations.

Seasonality

We experience minor seasonal fluctuations in the demand for self-storage space, with demand and rates generally higher in the summer months than in the winter months. We believe that these fluctuations result in part from increased moving activity during the summer months.

Insurance

We have historically carried customary property, earthquake, general liability, employee medical insurance and workers compensation coverage through internationally recognized insurance carriers, subject to customary levels of deductibles. The aggregate limits on these policies of approximately \$75 million for property losses and \$102 million for general liability losses are higher than estimates of maximum probable losses that could occur from individual catastrophic events determined in recent engineering and actuarial studies; however, in case of multiple catastrophic events, these limits could be exhausted.

We reinsure a program that provides insurance to our customers from an independent third-party insurer. This program covers tenant claims for losses to goods stored at our facilities as a result of specific named perils (earthquakes are not covered by this program), up to a maximum limit of \$5,000 per storage unit. We reinsure all risks in this program, but purchase insurance from an independent third party insurance company for aggregate claims between \$5.0 million and \$15.0 million per occurrence. We are subject to licensing requirements and regulations in several states. At December 31, 2014, there were approximately 823,000 certificates held by our self-storage customers, representing aggregate coverage of approximately \$2.2 billion.

ITEM 1A. Risk Factors

In addition to the other information in our Annual Report on Form 10-K, you should consider the risks described below that we believe may be material to investors in evaluating the Company. This section contains forward-looking statements, and in considering these statements, you should refer to the qualifications and limitations on our forward-looking statements that are described in Forward Looking Statements at the beginning of Item 1.

We have significant exposure to real estate risk.

Since our business consists primarily of acquiring and operating real estate, we are subject to the risks related to the ownership and operation of real estate that can adversely impact our business and financial condition. These risks include the following:

Natural disasters or terrorist attacks could cause damage to our facilities, resulting in increased costs and reduced revenues. Natural disasters, such as earthquakes, hurricanes and floods, or terrorist attacks could cause significant damage and require significant repair costs, and make facilities temporarily uninhabitable, reducing our revenues. Damage and business interruption losses could exceed the aggregate limits of our insurance coverage. In addition, because we self-insure a portion of our risks, losses below a certain level may not be covered by insurance. See Note 13 to our December 31, 2014 financial statements for a description of the risks of losses that are not covered by third-party insurance contracts. We may not have sufficient insurance coverage for losses caused by a terrorist attack, or such insurance may not be maintained, available or cost-effective. In addition, significant natural disasters, terrorist attacks, threats of future terrorist attacks, or resulting wider armed conflicts could have negative impacts on the U.S. economy, reducing storage demand and impairing our operating results.

Operating costs could increase. We could be subject to increases in insurance premiums, increased or new property tax assessments or other taxes, repair and maintenance costs, payroll, utility costs, workers compensation, and other operating expenses due to various factors such as inflation, labor shortages, commodity and energy price increases, weather, as well as governmental actions.

The acquisition of existing properties is subject to risks that may adversely affect our growth and financial results.

We have acquired self-storage facilities from third parties in the past, and we expect to continue to do so in the future.

We face significant competition for suitable acquisition properties from other real estate investors. As a result, we may be unable to acquire additional properties we desire or the purchase price for desirable properties may be significantly increased. Failures or unexpected circumstances in integrating newly acquired properties into our operations or circumstances we did not detect during due diligence, such as environmental matters, needed repairs or deferred maintenance, or the effects of increased property tax following reassessment of a newly-acquired property, as well as the general risks of real estate investment, could jeopardize realization of the anticipated earnings from an acquisition.

Development of self-storage facilities can subject us to risks. At December 31, 2014, we have a pipeline of development projects totaling \$411 million (subject to contingencies), and we expect to continue to seek additional development projects. There are significant risks involved in developing self-storage facilities, such as delays or cost increases due to changes in or failure to meet government or regulatory requirements, weather issues, unforeseen site conditions, or personnel problems. Self-storage space is generally not pre-leased, and rent-up of newly developed space can be delayed or ongoing cash flow yields can be reduced due to competition, reductions in storage demand, or other factors.

There is significant competition among self-storage facilities and from other storage alternatives. Our self-storage facilities generate most of our revenue and earnings. Competition in the local market areas in which many of our

properties are located is significant and has affected our occupancy levels, rental rates and operating expenses. If development of self-storage facilities by other operators were to increase, due to increases in availability of funds for investment or other reasons, competition with our facilities could intensify.

We may incur significant liabilities from environmental contamination or moisture infiltration. Existing or future laws impose or may impose liability on us to clean up environmental contamination on or around properties that we currently or previously owned or operated, even if we were not responsible for or aware of the environmental contamination or even if such environmental contamination occurred prior to our involvement with the property. We have conducted preliminary environmental assessments on most of our properties, which have not identified material liabilities. These assessments, commonly referred to as “Phase 1 Environmental Assessments,” include an investigation (excluding soil or groundwater sampling or analysis) and a review of publicly available information regarding the site and other nearby properties.

We are also subject to potential liability relating to moisture infiltration, which can result in mold or other damage to our or our customers’ property, as well as potential health concerns. When we receive a complaint or otherwise become aware that an air quality concern exists, we implement corrective measures and seek to work proactively with our customers to resolve issues, subject to our contractual limitations on liability for such claims.

We are not aware of any environmental contamination or moisture infiltration related liabilities that could be material to our overall business, financial condition, or results of operation. However, we may not have detected all material liabilities, we could acquire properties with material undetected liabilities, or new conditions could arise or develop in the future. Settling any such liabilities could negatively impact our earnings and cash available for distribution to shareholders, and could also adversely affect our ability to sell, lease, operate, or encumber affected facilities.

We incur liability from tenant and employment-related claims. From time to time we have to make monetary settlements or defend actions or arbitration (including class actions) to resolve tenant or employment-related claims and disputes.

Economic conditions can adversely affect our business, financial condition, growth and access to capital.

Our revenues and operating cash flow can be negatively impacted by reductions in employment and population levels, household and disposable income, and other general economic factors that lead to a reduction in demand for rental space in each of the markets in which we operate.

Our ability to raise capital to fund our activities may be adversely affected by challenging market conditions. If we were unable to issue preferred shares or borrow at reasonable rates, prospective earnings growth through expanding our asset base could be limited.

We have exposure to European operations through our ownership in Shurgard Europe.

We own a 49% equity interest in Shurgard Europe, with our investment having a \$395 million book value at December 31, 2014. As a result, we are exposed to additional risks related to international operations that may adversely impact our business and financial results, including the following:

- **Currency risks:** Currency fluctuations can impact the fair value of our equity investment in Shurgard Europe, as well as future repatriation of cash.
- **Legislative, tax, and regulatory risks:** We are subject to complex foreign laws and regulations related to permitting and land use, the environment, labor, and other areas, as well as income, property, sales, value added and employment tax laws. These laws can be difficult to apply or interpret and can vary in each country or locality, and are subject to unexpected changes in their form and application due to regional, national, or local political uncertainty and other factors. Such changes, or Shurgard’s failure to comply with these laws, could subject it to penalties or other sanctions, adverse changes in business processes, as well as potentially adverse income tax, property tax, or other tax burdens.

- Impediments to capital repatriation could negatively impact the realization of our investment in Shurgard Europe: Laws in Europe and the U.S. may create, impede or increase our cost to repatriate capital or earnings from Shurgard Europe.
- Risks of collective bargaining and intellectual property: Collective bargaining, which is prevalent in certain areas in Europe, could negatively impact Shurgard Europe's labor costs or operations. Many of Shurgard Europe's employees participate in various national unions.
- Potential operating and individual country risks: Economic slowdowns or extraordinary political or social change in the countries in which it operates have posed, and could continue to pose, challenges or result in future reductions of Shurgard Europe's operating cash flows.
- Impediments of Shurgard Europe's joint venture structure: Shurgard Europe's significant decisions, involving activities such as borrowing money, capital contributions, raising capital from third parties, as well as selling or acquiring significant assets, require the consent of our joint venture partner. As a result, Shurgard Europe may be precluded from taking advantage of opportunities that we would find attractive. In addition, we could be unable to separately pursue such opportunities due to certain market exclusivity provisions of the Shurgard Europe joint venture agreement, and our 49% equity investment may not be easily sold or readily accepted as collateral by potential lenders to Public Storage due to the joint venture structure.
- Risks related to Shurgard Europe's Debt: Shurgard Europe has a total of €407.5 million in debt outstanding at December 31, 2014, of which €35.0 million is due annually in each of 2015, 2016 and 2017 and €100.0 million is due annually in each of 2021, 2024 and 2025. If Shurgard Europe is not able to refinance its debt when due or otherwise service its debt obligations due to a constrained credit market, negative operating trends or other reasons, our equity investment in Shurgard Europe could be negatively impacted.

The Hughes Family could control us and take actions adverse to other shareholders.

At December 31, 2014, B. Wayne Hughes, our former Chairman, and his family (together, the "Hughes Family"), which includes two members of the Board, owned approximately 15.5% of our aggregate outstanding common shares. Our declaration of trust permits the Hughes Family to own up to 35.66% of our outstanding common shares while it generally restricts the ownership by other persons and entities to 3% of our outstanding common shares. Consequently, the Hughes Family may significantly influence matters submitted to a vote of our shareholders, including electing trustees, amending our organizational documents, dissolving and approving other extraordinary transactions, such as a takeover attempt, resulting in an outcome that may not be favorable to other shareholders.

Takeover attempts or changes in control could be thwarted, even if beneficial to shareholders.

In certain circumstances, shareholders might desire a change of control or acquisition of us, in order to realize a premium over the then-prevailing market price of our shares or for other reasons. However, the following could prevent, deter, or delay such a transaction:

- Provisions of Maryland law may impose limitations that may make it more difficult for a third party to negotiate or effect a business combination transaction or control share acquisition with Public Storage. Currently, the Board has opted not to subject the Company to these provisions of Maryland law, but it could choose to do so in the future without shareholder approval.
- To protect against the loss of our REIT status due to concentration of ownership levels, our declaration of trust generally limits the ability of a person, other than the Hughes Family or "designated investment entities" (each as defined in our declaration of trust), to own, actually or constructively, more than 3% of our outstanding common shares or 9.9%

of the outstanding shares of any class or series of preferred or equity shares, in either case unless a specific exemption is granted by our Board. These limits could discourage, delay or prevent a transaction involving a change in control of our company not approved by our Board.

· Similarly, current provisions of our declaration of trust and powers of our Board could have the same effect, including (1) limitations on removal of trustees in our declaration of trust, (2) restrictions on the acquisition of our shares of beneficial interest, (3) the power to issue additional common shares, preferred shares or equity shares on terms approved by the Board without obtaining shareholder approval, (4) the advance notice provisions of our bylaws and (5) the Board's ability under Maryland law, without obtaining shareholder approval, to implement takeover defenses that we may not yet have and to take, or refrain from taking, other actions that could have the effect of delaying, deterring or preventing a transaction or a change in control.

If we failed to qualify as a REIT, we would have to pay substantial income taxes.

REITs are subject to a range of complex organizational and operational requirements. A qualifying REIT does not generally incur federal income tax on its net income that is distributed to its shareholders. Our REIT status is also dependent upon the ongoing REIT qualification of PSB as a result of our substantial ownership interest in it. We believe that we are organized and have operated as a REIT and we intend to continue to operate to maintain our REIT status.

There can be no assurance that we qualify or will continue to qualify as a REIT. The highly technical nature of the REIT rules, the ongoing importance of factual determinations, the possibility of unidentified issues in prior periods or changes in our circumstances, all could adversely affect our ability to comply. For any taxable year that we fail to qualify as a REIT and statutory relief provisions did not apply, we would be taxed at the regular federal corporate rates on all of our taxable income and we also could be subject to penalties and interest. We would generally not be eligible to seek REIT status again until the fifth taxable year after the first year of our failure to qualify. Any taxes, interest and penalties incurred would reduce the amount of cash available for distribution to our shareholders or for reinvestment and would adversely affect our earnings, which could have a material adverse effect.

We may pay some taxes, reducing cash available for shareholders.

Even if we qualify as a REIT for federal income tax purposes, we may be subject to some federal, foreign, state and local taxes on our income and property. Since January 1, 2001, certain corporate subsidiaries of the Company have elected to be treated as "taxable REIT subsidiaries" for federal income tax purposes, and are taxable as regular corporations and subject to certain limitations on intercompany transactions. If tax authorities determine that amounts paid by our taxable REIT subsidiaries to us are not reasonable compared to similar arrangements among unrelated parties, we could be subject to a 100% penalty tax on the excess payments, and ongoing intercompany arrangements could have to change, resulting in higher ongoing tax payments. To the extent the Company is required to pay federal, foreign, state or local taxes or federal penalty taxes due to existing laws or changes thereto, we will have less cash available for distribution to shareholders. In addition, certain local and state governments have imposed a tax on self-storage rent which, while in most cases is paid by our customers, increases the cost of self-storage rental to our customers and can negatively impact our revenues. Other local and state governments may impose a self-storage rent tax in the future.

We are exposed to ongoing litigation and other legal and regulatory actions, which may divert management's time and attention, require us to pay damages and expenses or restrict the operation of our business.

We are subject to the risk of legal claims and proceedings and regulatory enforcement actions in the ordinary course of our business and otherwise, and we could incur significant liabilities and substantial

legal fees as a result of these actions. Resolution of these claims and actions may divert time and attention by our management and could involve payment of damages or expenses by us, all of which may be significant. In addition, any such resolution could involve our agreement to terms that restrict the operation of our business. The results of legal proceedings cannot be predicted with certainty. We cannot guarantee losses incurred in connection with any current or future legal or regulatory proceedings or actions will not exceed any provisions we may have set aside in respect of such proceedings or actions or will not exceed any available insurance coverage. The occurrence of any of these events could have a material adverse effect on us.

We are heavily dependent on computer systems, telecommunications and the Internet to process transactions, summarize results and manage our business and security breaches or a failure of such networks, systems or technology could adversely impact our business, customer, and employee relationships.

We are heavily dependent upon automated information technology and Internet commerce, with more than half of our new customers coming from the telephone or over the Internet, and the nature of our business involves the receipt and retention of personal information about our customers. We also maintain personally identifiable information about our employees. We centrally manage significant components of our operations with our computer systems, including our financial information, and we also rely extensively on third-party vendors to retain data, process transactions and provide other systems services. These systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer worms, viruses and other destructive or disruptive security breaches and catastrophic events.

As a result, our operations could be severely impacted by a natural disaster, terrorist attack or other circumstance that resulted in a significant outage at our systems or those of our third party providers, despite our use of back up and redundancy measures. Further, viruses and other related risks could negatively impact our information technology processes. Our or our customers' or employees' confidential information could be compromised or misappropriated, due to a breach of our network security. Such cybersecurity and data security breaches as well as system disruptions and shutdowns could result in additional costs to repair or replace such networks or information systems and possible legal liability, including government enforcement actions and private litigation. In addition, our customers could lose confidence in our ability to protect their personal information, which could cause them to discontinue leasing our self-storage facilities. Such events could lead to lost future revenues and adversely affect our results of operations and could result in remedial and other costs, fines or lawsuits, which could be in excess of any available insurance that we have procured.

We have no ownership interest in Canadian self-storage facilities owned or operated by the Hughes Family.

At December 31, 2014, the Hughes Family had ownership interests in, and operated, 54 self-storage facilities in Canada (the "Canadian Self-Storage Facilities"). These facilities are operated under the "Public Storage" tradename, which we license to the Hughes Family for use in Canada on a royalty-free, non-exclusive basis. We have a right of first refusal, subject to limitations, to acquire the stock or assets of the corporation engaged in the operation of the Canadian Self-Storage Facilities if the Hughes Family or the corporation agrees to sell them. However, we do not benefit from profits or potential appreciation in value of the Canadian Self-Storage Facilities because we have no ownership interest in these facilities. We do not currently operate in the Canadian self-storage market. If we choose to do so without acquiring the Hughes Family interests in the Canadian Self-Storage Facilities, we may have to share the use of the "Public Storage" name in Canada with the Hughes Family, unless we are able to terminate the license agreement.

Through our subsidiaries, we reinsure risks relating to loss of goods stored by customers in the Canadian Self-Storage Facilities. During the years ended December 31, 2014, 2013 and 2012, we received \$0.5 million, \$0.5 million and \$0.6 million, respectively, in reinsurance premiums attributable to the

Canadian Self-Storage Facilities. Because our right to earn these premiums may be qualified, there is no assurance that these premiums will continue.

We are subject to laws and governmental regulations and actions that require us to incur compliance costs affecting our operating results and financial condition.

Our business is subject to regulation under a wide variety of U.S. federal, state and local laws, regulations and policies including those imposed by the SEC, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act and NYSE, as well as applicable labor laws. Although we have policies and procedures designed to comply with applicable laws and regulations, failure to comply with the various laws and regulations may result in civil and criminal liability, fines and penalties, increased costs of compliance, restatement of our financial statements and could also affect the marketability of our real estate facilities.

In response to current economic conditions or the current political environment or otherwise, laws and regulations could be implemented or changed in ways that adversely affect our operating results and financial condition, such as legislation that could facilitate union activity or that would otherwise increase operating costs.

All of our properties must comply with the Americans with Disabilities Act and with related regulations and similar state law requirements, as well as various real estate and zoning laws and regulations, which are subject to change and could become more costly to comply with in the future. Compliance with these requirements can require us to incur significant expenditures, which would reduce cash otherwise available for distribution to shareholders. A failure to comply with these laws could lead to fines or possible awards of damages to individuals affected by the non-compliance. Failure to comply with these requirements could also affect the marketability of our real estate facilities.

Our tenant reinsurance business is subject to governmental regulation which could reduce our profitability or limit our growth.

We hold Limited Lines Self-Service Storage Insurance Agent licenses from a number of individual state Departments of Insurance and are subject to state governmental regulation and supervision. Our continued ability to maintain these Limited Lines Self-Service Storage Insurance Agent licenses in the jurisdictions in which we are licensed depends on our compliance with related rules and regulations. The regulatory authorities in each jurisdiction generally have broad discretion to grant, renew and revoke licenses and approvals, to promulgate, interpret, and implement regulations, and to evaluate compliance with regulations through periodic examinations, audits and investigations of the affairs of insurance agents. As a result of regulatory or private action in any jurisdiction, we may be temporarily or permanently suspended from continuing some or all of our reinsurance activities, or otherwise fined or penalized or suffer an adverse judgment, which could reduce our net income.

ITEM 1B.Unresolved Staff Comments

None.

ITEM 2. Properties

At December 31, 2014, we had direct and indirect ownership interests in 2,250 self-storage facilities located in 38 states within the U.S. and 193 storage facilities located in seven Western European nations:

	At December 31, 2014	
	Number of Storage Facilities (a)	Net Rentable Square Feet (in thousand)
U.S.:		
California		
Southern	245	17,348
Northern	174	10,662
Florida	268	17,944
Texas	257	17,004
Illinois	126	7,952
Washington	107	7,049
Georgia	91	6,122
North Carolina	84	5,802
Virginia	90	5,440
New York	65	4,527
Colorado	63	3,954
Maryland	61	3,699
New Jersey	57	3,630
Minnesota	47	3,313
Michigan	53	2,916
Arizona	43	2,755
South Carolina	43	2,737
Missouri	38	2,236
Oregon	39	2,040
Pennsylvania	29	1,993
Indiana	31	1,926
Ohio	31	1,922
Nevada	27	1,818
Tennessee	25	1,691
Kansas	27	1,528
Massachusetts	22	1,310
Wisconsin	15	968
Other states (12 states)	92	5,278
Total - U.S.	2,250	145,564
Europe (b):		
France	55	2,886
Netherlands	40	2,180
Sweden	30	1,623
Belgium	21	1,270
UK	21	1,025

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Germany	16	892
Denmark	10	571
Total - Europe	193	10,447
Grand Total	2,443	156,011

- (a) See Schedule III: Real Estate and Accumulated Depreciation in the Company's 2014 financials, for a complete list of properties consolidated by the Company.
- (b) The facilities located in Europe include one facility in the United Kingdom that we wholly own, as well as the facilities owned by Shurgard Europe.

We seek to maximize our facilities' cash flow through the regular review and adjustment of rents charged and promotions granted to our existing and new incoming customers, and controlling expenses. For the year ended December 31, 2014, the weighted average occupancy level and the average realized rent per occupied square foot for our self-storage facilities were approximately 93.0% and \$14.81, respectively, in the U.S. and 85.0% and \$25.92, respectively, in Europe.

At December 31, 2014, 34 of our U.S. facilities with a net book value of \$161 million were encumbered by an aggregate of \$64 million in secured notes payable.

We have no specific policy as to the maximum size of any one particular self-storage facility. However, none of our facilities involves, or is expected to involve, 1% or more of our total assets, gross revenues or net income.

Description of Self-Storage Facilities: Self-storage facilities, which comprise the majority of our investments, offer accessible storage space for personal and business use at a relatively low cost. A user rents a fully enclosed space, securing the space with their lock, which is for the user's exclusive use and to which only the user has access. On-site operation is the responsibility of property managers who are supervised by district managers. Some self-storage facilities also include rentable uncovered parking areas for vehicle storage. Space is rented on a month-to-month basis and rental rates vary according to the location of the property, the size of the storage space and other characteristics that affect the relative attractiveness of each particular space, such as whether the space has "drive-up" access, its proximity to elevators, or if the space is climate controlled. All of our self-storage facilities in the U.S. are operated under the "Public Storage" brand name, while our facilities in Europe are operated under the "Shurgard" brand name.

Users include individuals from virtually all demographic groups, as well as businesses. Individuals usually store furniture, household appliances, personal belongings, motor vehicles, boats, campers, motorcycles and other household goods. Businesses normally store excess inventory, business records, seasonal goods, equipment and fixtures.

Our self-storage facilities generally consist of between 350 to 750 storage spaces. Most spaces have between 25 and 400 square feet and an interior height of approximately eight to 12 feet.

We experience minor seasonal fluctuations in the occupancy levels of self-storage facilities with occupancies generally higher in the summer months than in the winter months. We believe that these fluctuations result in part from increased demand from moving activity during the summer months and incremental demand from college students.

Our self-storage facilities are geographically diversified and are located primarily in or near major metropolitan markets in 38 states in the U.S. Generally our self-storage facilities are located in heavily populated areas and close to concentrations of apartment complexes, single family residences and commercial developments.

Competition from other self-storage facilities is significant and affects the occupancy levels, rental rates, rental income and operating expenses of our facilities.

We believe that self-storage facilities, upon achieving stabilized occupancy levels of approximately 90%, have attractive characteristics consisting of high profit margins, a broad tenant base and low levels of capital expenditures to maintain their condition and appearance. Historically, upon

reaching stabilization, our U.S. self-storage facilities have generally shown a high degree of stability in generating cash flows.

Description of Commercial Properties: We have an interest in PSB, which, as of December 31, 2014, owns and operates approximately 28.6 million net rentable square feet of commercial space in eight states. At December 31, 2014, the \$412.1 million book value and \$1.2 billion market value, respectively, of our investment in PSB represents approximately 4% and 12%, respectively, of our total assets. We also directly own 1.3 million net rentable square feet of commercial space managed primarily by PSB.

The commercial properties owned by PSB consist primarily of flex, multi-tenant office and industrial space. Flex space is defined as buildings that are configured with a combination of office and warehouse space and can be designed to fit a wide variety of uses (including office, assembly, showroom, laboratory, light manufacturing and warehouse space).

Environmental Matters: We accrue environmental assessments and estimated remediation cost when it is probable that such efforts will be required and the related costs can be reasonably estimated. Our current practice is to conduct environmental investigations in connection with property acquisitions. Although there can be no assurance, we are not aware of any environmental contamination of any of our facilities, which individually or in the aggregate would be material to our overall business, financial condition, or results of operations.

ITEM 3. Legal Proceedings

We are a party to various legal proceedings and subject to various claims and complaints; however, we believe that the likelihood of these contingencies resulting in a material loss to the Company, either individually or in the aggregate, is remote.

ITEM 4. Mine Safety Disclosures

Not applicable.

PART II

ITEM 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

a. Market Information of the Registrant's Common Equity:

Our Common Shares of beneficial interest (the "Common Shares") NYSE: PSA) have been listed on the NYSE since October 19, 1984. The following table sets forth the high and low sales prices of our Common Shares on the NYSE composite tapes for the applicable periods.

Year	Quarter	Range	
		High	Low
2013	1st	\$ 157.95	\$ 144.35
	2nd	168.66	145.04
	3rd	168.30	149.46
	4th	176.68	147.14
2014	1st	172.11	148.04
	2nd	176.72	167.41
	3rd	178.26	162.34
	4th	190.19	165.05

As of February 20, 2015, there were approximately 15,154 holders of record of our Common Shares. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

b. Dividends

We have paid quarterly distributions to our shareholders since 1981, our first full year of operations. During 2014 we paid distributions to our common shareholders of \$1.40 per common share for each of the quarters ended March 31, June 30, September 30 and December 31, representing an aggregate of \$964.6 million or \$5.60 per share. During 2013 we paid distributions to our common shareholders of \$1.25 per common share for each of the quarters ended March 31, June 30, September 30 and \$1.40 per common share for the quarter ended December 31, representing an aggregate of \$884.2 million or \$5.15 per share. During 2012 we paid distributions to our common shareholders of \$1.10 per common share for each of the quarters ended March 31, June 30, September 30 and December 31, representing an aggregate of \$751.2 million or \$4.40 per share.

Holders of common shares are entitled to receive distributions when and if declared by our Board out of any funds legally available for that purpose. As a REIT, we do not incur federal income tax on our REIT taxable income (generally, net rents and gains from real property, dividends, and interest) that is fully distributed each year (for this purpose, certain distributions paid in a subsequent year may be considered), and if we meet certain organizational and operational rules. We believe we have met these requirements in all periods presented herein, and we expect to continue to elect and qualify as a REIT.

For Federal income tax purposes, distributions to shareholders are treated as ordinary income, capital gains, return of capital or a combination thereof. For 2014, the dividends paid on common shares and preferred shares were classified as follows:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Ordinary Income.....	100.0000%	99.7805%	100.0000%	91.2039%
Long-term Capital Gain.....	0.0000%	0.2195%	0.0000%	8.7961%
Total.....	100.0000%	100.0000%	100.0000%	100.0000%

For 2013, the dividends paid on common shares and preferred shares were classified as follows:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Ordinary Income.....	100.0000%	100.0000%	99.8273%	99.9543%
Long-term Capital Gain.....	0.0000%	0.0000%	0.1727%	0.0457%
Total.....	100.0000%	100.0000%	100.0000%	100.0000%

c. Equity Shares

We are authorized to issue 100,000,000 equity shares from time to time in one or more series and our Board has broad authority to fix the dividend and distribution rights, conversion and voting rights, redemption provisions and liquidation rights of each series of equity shares. We had no equity shares outstanding for any period in the years ended December 31, 2014 and 2013.

d. Common Share Repurchases

Our Board has authorized management to repurchase up to 35,000,000 of our common shares on the open market or in privately negotiated transactions. From the inception of the repurchase program through February 24, 2015, we have repurchased a total of 23,721,916 common shares (all purchased prior to 2010) at an aggregate cost of approximately \$679.1 million. Our common share repurchase program does not have an expiration date and there are 11,278,084 common shares that may yet be repurchased under our repurchase program as of December 31, 2014. We have no current plans to repurchase shares; however, future levels of common share repurchases will be dependent upon our available capital, investment alternatives, and the trading price of our common shares.

e. Preferred Share Redemptions

We had no preferred redemptions during the year ended December 31, 2014.

ITEM 6. Selected Financial Data

	For the year ended December 31,				
	2014	2013	2012	2011	2010
Revenues	\$ 2,195,404	\$ 1,981,746	\$ 1,842,504	\$ 1,735,888	\$ 1,631,294
Expenses:					
Cost of operations	618,720	565,161	555,904	560,509	545,921
Depreciation and amortization	437,114	387,402	357,781	357,969	353,245
General and administrative	71,459	66,679	56,837	52,410	38,487
Asset impairment charges	-	-	-	2,186	994
	1,127,293	1,019,242	970,522	973,074	938,647
Operating income	1,068,111	962,504	871,982	762,814	692,647
Interest and other income	4,926	22,577	22,074	32,333	29,017
Interest expense	(6,781)	(6,444)	(19,813)	(24,222)	(30,225)
Equity in earnings of unconsolidated real estate entities	88,267	57,579	45,586	58,704	38,352
Foreign currency exchange (loss) gain	(7,047)	17,082	8,876	(7,287)	(42,264)
Gain on real estate sales and debt retirement	2,479	4,233	1,456	10,801	827
Income from continuing operations	1,149,955	1,057,531	930,161	833,143	688,354
Discontinued operations	-	-	12,874	3,316	7,760
Net income	1,149,955	1,057,531	943,035	836,459	696,114
Net income allocated to noncontrolling equity interests	(5,751)	(5,078)	(3,777)	(12,617)	(24,076)
Net income allocable to Public Storage shareholders	\$ 1,144,204	\$ 1,052,453	\$ 939,258	\$ 823,842	\$ 672,038
Per Common Share:					
	\$	\$	\$	\$	\$
Distributions	5.60	5.15	4.40	3.65	3.05
	\$	\$	\$	\$	\$
Net income – Basic	5.27	4.92	3.93	3.31	2.36
	\$	\$	\$	\$	\$
Net income – Diluted	5.25	4.89	3.90	3.29	2.35
Weighted average common shares – Basic	172,251	171,640	170,562	169,657	168,877

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Weighted average common shares – Diluted	173,138	172,688	171,664	170,750	169,772
Balance Sheet Data:					
Total assets	\$ 9,818,676	\$ 9,876,266	\$ 8,793,403	\$ 8,932,562	\$ 9,495,333
Total debt	\$ 64,364	\$ 839,053	\$ 468,828	\$ 398,314	\$ 568,417
Total preferred equity	\$ 4,325,000	\$ 3,562,500	\$ 2,837,500	\$ 3,111,271	\$ 3,396,027
Public Storage shareholders' equity	\$ 9,480,796	\$ 8,791,730	\$ 8,093,756	\$ 8,288,209	\$ 8,676,598
Permanent noncontrolling interests' equity	\$ 26,375	\$ 27,125	\$ 29,108	\$ 22,718	\$ 32,336
Net cash flow:					
Provided by operating activities	\$ 1,606,758	\$ 1,430,339	\$ 1,285,659	\$ 1,203,452	\$ 1,093,221
Used in investing activities	\$ (212,996)	\$ (1,412,393)	\$ (290,465)	\$ (81,355)	\$ (266,605)
Used in financing activities	\$ (1,225,415)	\$ (16,160)	\$ (1,117,305)	\$ (1,438,546)	\$ (1,132,709)

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our financial statements and notes thereto.

Critical Accounting Policies

Our MD&A discusses our financial statements, which have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP"). Our financial statements are affected by our judgments, assumptions and estimates. The notes to our December 31, 2014 financial statements, primarily Note 2, summarize our significant accounting policies.

We believe the following are our critical accounting policies, because they have a material impact on the portrayal of our financial condition and results, and they require us to make judgments and estimates about matters that are inherently uncertain.

Income Tax Expense: We have elected to be treated as a real estate investment trust ("REIT"), as defined in the Internal Revenue Code. As a REIT, we do not incur federal income tax on our REIT taxable income (generally, net rents and gains from real property, dividends, and interest) that is fully distributed each year (for this purpose, certain distributions paid in a subsequent year may be considered), and if we meet certain organizational and operational rules. We believe we have met these REIT requirements for all periods presented herein. Accordingly, we have recorded no federal income tax expense related to our REIT taxable income.

Our evaluation that we have met the REIT requirements could be incorrect, because compliance with the tax rules requires factual determinations, and circumstances we have not identified could result in noncompliance with the tax requirements in current or prior years. For any taxable year that we fail to qualify as a REIT and for which applicable statutory relief provisions did not apply, we would be taxed at the regular corporate rates on all of our taxable income for at least that year and the ensuing four years, we could be subject to penalties and interest, and our net income would be materially different from the amounts estimated in our financial statements.

In addition, our taxable REIT subsidiaries are taxable as regular corporations. To the extent that amounts paid to us by our taxable REIT subsidiaries are determined by the taxing authorities to not be reasonable when compared to similar arrangements among unrelated parties, we could be subject to a 100% penalty tax on the excess payments. Such a penalty tax could have a material adverse impact on our net income.

Impairment of Long-Lived Assets: The analysis of impairment of our long-lived assets involves identification of indicators of impairment, projections of future operating cash flows, and estimates of fair values, all of which require significant judgment and subjectivity. Others could come to materially different conclusions. In addition, we may not have identified all current facts and circumstances that may affect impairment. Any unidentified impairment loss, or change in conclusions, could have a material adverse impact on our net income.

Accrual for Uncertain and Contingent Liabilities: We accrue for certain contingent and other liabilities that have significant uncertain elements, such as property taxes, workers compensation claims, tenant reinsurance claims, as well as other legal claims and disputes involving customers, employees, governmental agencies and other third parties. Such liabilities we are aware of are estimated based upon many factors such as assumptions of past and future trends and our evaluation of likely outcomes. However, the estimates of known liabilities could be incorrect or we may not be aware of all such liabilities, in which case our accrued liabilities and net income could be misstated.

Accounting for acquired real estate facilities: We estimate the fair values of the land, buildings and intangible assets acquired, for purposes of allocating the purchase price of facilities acquired. Such estimates are based upon many assumptions and judgments, including (i) expected rates of return and capitalization rates on real estate assets, (ii) estimated costs to replace acquired buildings and equipment, (iii) comparisons of the acquired underlying land parcels to recent land transactions, and (iv) future cash flows from the real estate and the existing tenant base. Others could come to materially different conclusions as to the estimated fair values, which would result in different depreciation and amortization expense, gains and losses on sale of real estate assets, and real estate and intangible assets.

MD&A Overview

Our domestic self-storage facilities generated approximately 93% of our revenues for the year ended December 31, 2014, and also generated most of our net income and cash flow from operations. A significant portion of management's time is devoted to maximizing cash flows from our existing self-storage facilities, as well as seeking additional investments in self-storage facilities.

Most of our facilities compete with other well-managed and well-located competitors and we are subject to general economic conditions, particularly those that affect the spending habits of consumers and moving trends. We believe that our centralized information networks, national telephone and online reservation system, the brand name "Public Storage," and our economies of scale enable us to meet such challenges effectively.

During 2014, 2013 and 2012, we acquired 44, 121 and 24 facilities, respectively, from third parties for approximately \$431 million, \$1.2 billion and \$226 million, respectively, primarily through large portfolio acquisitions. We will continue to seek to acquire properties in 2015; however, there is significant competition to acquire existing facilities and there can be no assurance as to the level of facilities we may acquire.

As of December 31, 2014, we had development and expansion projects which will add approximately 3.5 million net rentable square feet of storage space at a total cost of approximately \$411 million. A total of \$105 million in costs were incurred through December 31, 2014 with respect to these projects, with the remaining costs expected to be incurred primarily in 2015. We expect to continue to seek additional development projects; however, the level of future development may be limited due to various constraints such as difficulty in finding available sites that meet our risk-adjusted yield expectations, as well as challenges in obtaining building permits for self-storage activities in certain municipalities.

We believe that our real estate development activities are beneficial to our business operations over the long run. However, in the short run, due to the three to four year period that it takes to fill up newly developed storage space and reach a stabilized level of cash flows, our earnings will be diluted to the extent that earnings from those newly developed facilities are less than the cost of the capital that was required in order to fund the development cost. We believe that this negative impact will grow in 2015 and beyond due to the resulting level of growth of unstabilized facilities in our portfolio.

We also have equity investments in Shurgard Europe and PS Business Parks, Inc. ("PSB"). We may invest further in these entities in the future.

As of December 31, 2014, our capital resources totaled approximately \$774 million, consisting of \$188 million in cash, approximately \$286 million of available borrowing capacity on our line of credit, and \$300 million of expected retained operating cash flow for 2015. Retained operating cash flow represents our expected cash flow provided by operating activities, after deducting estimated distributions to our shareholders and estimated maintenance capital expenditure requirements for 2015.

At December 31, 2014, we had capital commitments totaling approximately \$356 million, consisting of \$306 million of remaining spend on our development pipeline, \$32 million in property

acquisitions, and approximately \$18 million in maturities on notes payable. In addition, we expect that our capital commitments will continue to grow during 2015 as we continue to seek additional development and acquisition opportunities.

See Liquidity and Capital Resources for further information regarding our capital requirements and anticipated sources of capital to fund such requirements.

Results of Operations

Operating results for 2014 as compared to 2013

For the year ended December 31, 2014, net income allocable to our common shareholders was \$908.2 million or \$5.25 per diluted common share, compared to \$844.7 million or \$4.89 per diluted common share for the same period in 2013, representing an increase of \$63.5 million or \$0.36 per diluted common share. This increase is due primarily to (i) a \$157.2 million increase in self-storage net operating income and (ii) our \$36.5 million equity share of PSB's gain on sale of real estate included in our equity in earnings of real estate entities, offset partially by (iii) a \$49.7 million increase in depreciation and amortization expense associated with acquired facilities, (iv) a \$24.1 million reduction associated with foreign currency exchange gains and losses, (v) an \$28.3 million increase in earnings allocated to preferred shareholders due to the issuance of additional preferred shares, and (vi) a \$17.7 million decrease in interest and other income due primarily to the disposition of 51% of our loan receivable from Shurgard Europe.

Operating results for 2013 as compared to 2012

For the year ended December 31, 2013, net income allocable to our common shareholders was \$844.7 million or \$4.89 per diluted common share, compared to \$669.7 million or \$3.90 per diluted common share for the same period in 2012, representing an increase of \$175.0 million or \$0.99 per diluted common share. This increase is due primarily to (i) a \$124.6 million increase in self-storage net operating income, (ii) a \$68.9 million reduction in income allocated to preferred shareholders due to redemptions, including our equity share of PSB, (iii) an \$8.2 million increase from foreign currency exchange gains, offset partially by (iv) a \$29.6 million increase in depreciation and amortization associated with acquired real estate facilities.

Funds from Operations and Core Funds from Operations

Funds from Operations ("FFO") and FFO per share are non-GAAP (generally accepted accounting principles) measures defined by the National Association of Real Estate Investment Trusts and are considered helpful measures of REIT performance by REITs and many REIT analysts. FFO represents net income before real estate depreciation, gains and losses, and impairment charges, which are excluded because they are based upon historical real estate costs and assume that building values diminish ratably over time, while we believe that real estate values fluctuate due to market conditions. FFO and FFO per share are not a substitute for net income or earnings per share. FFO is not a substitute for GAAP net cash flow in evaluating our liquidity or ability to pay dividends, because it excludes financing activities presented on our statements of cash flows. In addition, other REITs may compute these measures differently, so comparisons among REITs may not be helpful.

For the year ended December 31, 2014, FFO was \$7.98 per diluted common share, as compared to \$7.53 for the same period in 2013, representing an increase of 6.0%, or \$0.45 per diluted common share.

For the year ended December 31, 2013, FFO was \$7.53 per diluted common share, as compared to \$6.31 for the same period in 2012, representing an increase of 19.3%, or \$1.22 per diluted common share.

The following tables reconcile diluted earnings per share to FFO per share, and sets forth the computation of FFO per share:

Year Ended December 31,
2014 2013 2012

Reconciliation of Diluted Earnings per Share to FFO per Share:

Diluted Earnings per Share	\$ 5.25	\$ 4.89	\$ 3.90
Eliminate amounts per share excluded from FFO:			
Depreciation and amortization, including amounts from investments and excluding amounts allocated to noncontrolling interests and restricted share unitholders	2.96	2.66	2.50
Gains on sale of real estate investments, including our equity share from investments, and other	(0.23)	(0.02)	(0.09)
FFO per share	\$ 7.98	\$ 7.53	\$ 6.31

Computation of FFO per Share:

Net income allocable to common shareholders	\$ 908,176	\$ 844,731	\$ 669,694
Eliminate items excluded from FFO:			
Depreciation and amortization	437,114	387,402	358,103
Depreciation from unconsolidated real estate investments	79,413	75,458	75,648
Depreciation allocated to noncontrolling interests and restricted share unitholders	(3,638)	(3,976)	(4,730)
Gains on sale of real estate investments, including our equity share from investments, and other	(39,083)	(4,104)	(14,719)
FFO allocable to common shares	\$ 1,381,982	\$ 1,299,511	\$ 1,083,996
Diluted weighted average common shares	173,138	172,688	171,664
FFO per share	\$ 7.98	\$ 7.53	\$ 6.31

We also present “Core FFO per share,” a non-GAAP measure that represents FFO per share excluding the impact of (i) foreign currency exchange gains and losses, (ii) certain other items such as legal settlements, recognition of deferred tax assets, costs associated with the acquisition of real estate facilities, and facility closure charges. We believe Core FFO per share is a helpful measure used by investors and REIT analysts to understand our performance. However, Core FFO per share is not a substitute for net income per share. Because other REITs may not compute Core FFO per share in the same manner as we do, may not use the same terminology, or may not present such a measure, Core FFO per share may not be comparable among REITs.

The following table reconciles FFO per share to Core FFO per share:

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	Percentage Change	2013	2012	Percentage Change
FFO per share	\$ 7.98	\$ 7.53	6.0%	\$ 7.53	\$ 6.31	19.3%
Eliminate the per share impact of items excluded from Core FFO:						
Foreign currency exchange loss (gain)	0.04	(0.10)		(0.10)	(0.05)	
Application of EITF D-42	-	-		-	0.40	
Other items	0.07	0.01		0.01	0.02	
Core FFO per share	\$ 8.09	\$ 7.44	8.7%	\$ 7.44	\$ 6.68	11.4%
Real Estate Operations						

Self-Storage Operations: Our self-storage operations are analyzed in two groups: (i) the Same Store Facilities, representing the facilities that we have owned and operated on a stabilized basis since January 1, 2012, and (ii) all other facilities, which are newly acquired, newly developed, or recently expanded facilities (the “Non Same Store Facilities”).

Self-Storage Operations

Summary	Year Ended December 31,			Year Ended December 31,		
	2014	2013	Percentage Change	2013	2012	Percentage Change

(Dollar amounts in thousands)

Revenues:

Same Store Facilities	\$ 1,836,676	\$ 1,743,182	5.4%	\$ 1,743,182	\$ 1,653,145	5.4%
Non Same Store Facilities	213,206	106,701	99.8%	106,701	65,720	62.4%
Total rental income	2,049,882	1,849,883	10.8%	1,849,883	1,718,865	7.6%

Cost of operations:

Same Store Facilities	498,640	489,177	1.9%	489,177	496,217	(1.4)%
Non Same Store Facilities	68,258	34,909	95.5%	34,909	21,424	62.9%
Total cost of operations	566,898	524,086	8.2%	524,086	517,641	1.2%

Net operating income (a):

Same Store Facilities	1,338,036	1,254,005	6.7%	1,254,005	1,156,928	8.4%
Non Same Store Facilities	144,948	71,792	101.9%	71,792	44,296	62.1%
Total net operating income	1,482,984	1,325,797	11.9%	1,325,797	1,201,224	10.4%

Total depreciation and amortization expense:

Same Store Facilities	(312,995)	(316,178)	(1.0)%	(316,178)	(326,258)	(3.1)%
Non Same Store Facilities	(121,074)	(68,445)	76.9%	(68,445)	(28,713)	138.4%

Total depreciation and amortization expense

	(434,069)	(384,623)	12.9%	(384,623)	(354,971)	8.4%
Total net income	\$ 1,048,915	\$ 941,174	11.4%	\$ 941,174	\$ 846,253	11.2%

Number of facilities at period end:

Same Store Facilities	1,982	1,982	-	1,982	1,982	-
Non Same Store Facilities	256	205	24.9%	205	83	147.0%

Net rentable square footage at period end

(in thousands):

Same Store Facilities	125,435	125,435	-	125,435	125,435	-
Non Same Store Facilities	19,439	14,852	30.9%	14,852	6,202	139.5%

(a) See "Net Operating Income" below for further information regarding this non-GAAP measure.

Net income from our Self-Storage operations has increased 11.4% in 2014 as compared to 2013 and 11.2% in 2013 as compared to 2012. These increases are due to improvements in our Same Store Facilities, as well as the acquisitions of new facilities and the fill-up of unstabilized facilities.

Same Store Facilities

The Same Store Facilities represent those facilities that have been owned and operated on a stabilized basis since January 1, 2012 and therefore provide meaningful comparisons for 2012, 2013 and 2014. The following table summarizes the historical operating results of these 1,982 facilities (125.4 million net rentable square feet) that

represent approximately 87% of the aggregate net rentable square feet of our U.S. consolidated self-storage portfolio at December 31, 2014.

Selected Operating Data for the
Same Store Facilities (1,982
facilities)

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	Percentage Change	2013	2012	Percentage Change
(Dollar amounts in thousands, except weighted average amounts)						
Revenues:						
Rental income	\$ 1,748,211	\$ 1,657,412	5.5%	\$ 1,657,412	\$ 1,571,022	5.5%
Late charges and administrative fees	88,465	85,770	3.1%	85,770	82,123	4.4%
Total revenues (a)	1,836,676	1,743,182	5.4%	1,743,182	1,653,145	5.4%
Cost of operations:						
Property taxes	168,297	162,903	3.3%	162,903	155,403	4.8%
On-site property manager payroll	98,260	99,980	(1.7)%	99,980	100,669	(0.7)%
Supervisory payroll	33,986	34,491	(1.5)%	34,491	33,952	1.6%
Repairs and maintenance	43,398	40,140	8.1%	40,140	40,959	(2.0)%
Utilities	38,927	37,365	4.2%	37,365	37,355	0.0%
Advertising and selling expense	26,684	27,783	(4.0)%	27,783	39,920	(30.4)%
Other direct property costs	51,409	50,386	2.0%	50,386	51,402	(2.0)%
Allocated overhead	37,679	36,129	4.3%	36,129	36,557	(1.2)%
Total cost of operations (a)	498,640	489,177	1.9%	489,177	496,217	(1.4)%
Net operating income (b)	1,338,036	1,254,005	6.7%	1,254,005	1,156,928	8.4%
Depreciation and amortization expense	(312,995)	(316,178)	(1.0)%	(316,178)	(326,258)	(3.1)%
Net income	\$ 1,025,041	\$ 937,827	9.3%	\$ 937,827	\$ 830,670	12.9%
Gross margin (before depreciation and amortization)	72.9%	71.9%	1.4%	71.9%	70.0%	2.7%
Weighted average for the period:						
Square foot occupancy	93.9%	93.3%	0.6%	93.3%	91.9%	1.5%
Realized annual rental income per (c):						
Occupied square foot	\$ 14.84	\$ 14.16	4.8%	\$ 14.16	\$ 13.63	3.9%
Available square foot ("REVPAF")	\$ 13.94	\$ 13.21	5.5%	\$ 13.21	\$ 12.52	5.5%
At December 31:						
Square foot occupancy	92.5%	91.8%	0.8%	91.8%	91.4%	0.4%
Annual contract rent per						

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occupied square foot (d)	\$ 15.79	\$ 15.05	4.9%	\$ 15.05	\$ 14.47	4.0%
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- (a) Revenues and cost of operations do not include ancillary revenues and expenses generated at the facilities with respect to tenant reinsurance and retail sales.
- (b) See “Net Operating Income” below for a reconciliation of this non-GAAP measure to our operating income in our income statements.
- (c) Realized annual rent per occupied square foot is computed by dividing rental income, before late charges and administrative fees, by the weighted average occupied square feet for the period. Realized annual rent per available square foot (“REVPAF”) is computed by dividing rental income, before late charges and administrative

fees, by the total available net rentable square feet for the period. These measures exclude late charges and administrative fees in order to provide a better measure of our ongoing level of revenue. Late charges are dependent upon the level of delinquency, and administrative fees are dependent upon the level of move-ins. In addition, the rates charged for late charges and administrative fees can vary independently from rental rates. These measures take into consideration promotional discounts, which reduce rental income.

(d) Annual contract rent represents the applicable annualized contractual monthly rent charged to our tenants, excluding the impact of promotional discounts, late charges and administrative fees.

Analysis of Same Store Revenue

Revenues generated by our Same Store Facilities increased by 5.4% in 2014 as compared to the 2013 due primarily to a 4.8% increase in realized rent per occupied square foot and a 0.6% increase in average occupancy. Revenues generated by our Same Store Facilities increased by 5.4% in 2013 as compared to 2012 due primarily to a 3.9% increase in realized rent per occupied square foot and a 1.5% increase in average occupancy. The increases in realized rent per occupied square foot was due primarily to annual rent increases given to tenants that have been renting with us longer than one year, and to a lesser extent, increased move-in rates in 2014 as compared to 2013, and reduced promotional discounts given to new tenants in 2013 as compared to 2012.

Same Store average occupancy increased from 93.3% in 2013 to 93.9% in 2014, representing an increase of 0.6%. Same Store average occupancy increased from 91.9% in 2012 to 93.3% in 2013, representing an increase of 1.5%. At December 31, 2014, the year-over-year occupancy gap was 0.8%. Notwithstanding this increase, we expect the year over year occupancy gap to narrow because we believe we are reaching limitations to occupancy levels inherent with approximately 5% to 7% of our tenant base vacating each month without notice.

We believe that high occupancies help maximize our rental revenue. We seek to maintain an average occupancy level of at least 90%, by regularly adjusting the rental rates and promotions offered to attract new tenants as well as adjusting our marketing efforts on both television and the Internet in order to generate sufficient move-in volume to replace tenants that vacate. Demand fluctuates due to various local and regional factors, including the overall economy. Demand is higher in the summer months than in the winter months and, as a result, rental rates charged to new tenants are typically higher in the summer months than in the winter months.

We believe rental growth in 2015 will need to come from a combination of the following; (i) continued annual rent increases to tenants, (ii) higher rental rates charged to new tenants, and (iii) lower promotional discounts. Our future rental growth will also be dependent upon many factors for each market that we operate in, including demand for self-storage space, the level of competitor supply of self-storage space, and the average length of stay of our tenants.

Increasing rental rates to existing tenants, generally on an annual basis, is a key component of our revenue growth. We determine the level of rental increases based upon our expectations regarding the impact of existing tenant rate increases on incremental move-outs. We expect to continue to pass similar rent increases to long-term tenants in 2015, as we did in 2014.

During 2014, 2013 and 2012, the average annualized contractual rates per occupied square foot for tenants that moved in were \$13.63, \$13.02 and \$12.81, respectively, and for tenants that vacated were \$14.34, \$13.81 and \$13.58, respectively. Notwithstanding the negative impact of vacate rates exceeding move in rates in each of the past three years, we have continue to grow realized annual rental income per square foot during each of 2014 and 2013, as noted in the table above. The growth in realized annual rental income per square foot was primarily due to (i) annual rate increases to tenants, (ii) improved length of stay, (iii) for 2014, improved net positive move ins (move in volume less move out volume) versus 2013, and (iv) reduced levels of promotional discounts. Promotional discounts were approximately \$81.4 million in 2014, \$81.2 million in 2013, and \$90.2 million in 2012. Promotional discounts have declined due to higher occupancy.

We believe that the current trends in move-in, move-out, in place contractual rents and occupancy levels are consistent with our expectation of continued revenue growth in 2015. However, such trends, when viewed in the short-run, are volatile and not necessarily predictive of our revenues going forward because they are subject to many short-term factors. Such factors include initial move-in rates, seasonal factors, the unit size and geographical mix of the specific tenants moving in or moving out, the length of stay of the tenants moving in or moving out, changes in our pricing strategies, and the degree and timing of rate increases previously passed to existing tenants.

Analysis of Same Store Cost of Operations

Cost of operations (excluding depreciation and amortization) increased 1.9% in 2014 as compared to 2013 and decreased 1.4% in 2013 as compared to 2012. The increase in 2014 was due primarily to increased repairs and maintenance, primarily snow removal expense, as well as increased property tax expense. The decrease in 2013 was due primarily to reduced advertising and selling expense, offset partially by increased property taxes.

Property tax expense increased 3.3% in 2014 as compared to 2013 and 4.8% in 2013 as compared to 2012. The increases in 2014 and 2013 were due primarily to higher assessed values and tax rates. We expect property tax expense growth of approximately 4% to 5% in 2015.

On-site property manager payroll expense decreased 1.7% in 2014 as compared to 2013 and 0.7% in 2013 as compared to 2012. The decrease in 2014 was due primarily to efficiencies which resulted in fewer hours worked, combined with reduced workers' compensation expenses. The decrease in 2013 was due primarily to reductions in incentive compensation, offset partially by higher employee health plan expenses. We expect on-site property manager payroll expense to increase modestly in 2015 due to inflationary wage increases.

Supervisory payroll expense, which represents compensation paid to the management personnel who directly and indirectly supervise the on-site property managers, decreased 1.5% in 2014 as compared to 2013 and increased 1.6% in 2013 as compared to 2012. The decrease in 2014 was due primarily to reduced headcount, while the increase in 2013 was due primarily to increases in compensation rates. We expect inflationary increases in compensation rates and increased headcount in 2015.

Repairs and maintenance expense increased 8.1% in 2014 as compared to 2013, and decreased 2.0% in 2013 as compared to 2012. Repair and maintenance costs include snow removal expense totaling \$7.9 million, \$5.3 million and \$2.8 million in 2014, 2013 and 2012, respectively. Excluding snow removal costs, repairs and maintenance increased 1.9% in 2014 as compared to 2013 and decreased 8.9% in 2013 as compared to 2012.

Repairs and maintenance expense levels are dependent upon many factors such as weather conditions, which can impact repair and maintenance needs including snow removal, inflation in material and labor costs, and random events. We expect inflationary increases in repairs and maintenance expense in 2015, excluding snow removal expense, which is primarily weather dependent and not predictable.

Our utility expenses are comprised primarily of electricity costs, which are dependent upon energy prices and usage levels. Changes in usage levels are driven primarily by weather and temperature. Utility expense increased 4.2% in 2014 and was flat in 2013 as compared to 2012. It is difficult to estimate future utility costs, because weather, temperature, and energy prices are volatile and not predictable. However, based upon current trends and expectations regarding commercial electricity rates, we expect inflationary increases in rates.

Advertising and selling expense is comprised principally of Internet advertising, media advertising and the operating costs of our telephone reservation center. Advertising and selling expense varies based upon demand, occupancy levels, and other factors; media and Internet advertising, in particular, can increase or decrease significantly in the

short run in response to these factors. Advertising and selling expenses declined 4.0% in 2014 as compared to 2013, and 30.4% in 2013 as compared to 2012. The

significant decrease in 2013 is due to the phase-out of our yellow page advertising program as of December 31, 2012, as well as reduced television advertising and Internet search costs as a result of high occupancies. Based upon current trends in move-ins, move-outs, and occupancies, we expect advertising and selling expense to be approximately flat in 2015.

Other direct property costs include administrative expenses incurred at the self-storage facilities, such as property insurance, business license costs, bank charges related to processing the properties' cash receipts, credit card fees, and the cost of operating each property's rental office including supplies and telephone data communication lines. These costs increased 2.0% in 2014 as compared to 2013 and decreased 2.0% in 2013 as compared to 2012. The increase in 2014 is due primarily to higher credit card fees, offset partially by lower property insurance costs. The decrease in 2013 is due to lower property insurance costs and certain administrative cost-saving efforts, offset partially by an increase in credit card fees. Credit card fees increased in both periods due to a higher proportion of collections being received from credit cards. We expect moderate increases in other direct property costs in 2015.

Allocated overhead represents administrative expenses for shared general corporate functions, which are allocated to self-storage property operations to the extent their efforts are devoted to self-storage operations. Such functions include data processing, human resources, operational accounting and finance, marketing, and costs of senior executives (other than the Chief Executive Officer and Chief Financial Officer, which are included in general and administrative expense). Allocated overhead increased 4.3% in 2014 as compared to 2013, and decreased 1.2% in 2013 as compared to 2012. We expect inflationary growth in allocated overhead in 2015 as compared to 2014.

The following table summarizes selected quarterly financial data with respect to the Same Store Facilities:

For the Quarter Ended

	March 31	June 30	September 30	December 31	Entire Year
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(Amounts in thousands, except for per square foot amount)

Total revenues:

2014	\$ 440,404	\$ 452,571	\$ 475,973	\$ 467,728	\$ 1,836,676
2013	\$ 419,094	\$ 429,958	\$ 451,300	\$ 442,830	\$ 1,743,182
2012	\$ 397,132	\$ 408,636	\$ 427,492	\$ 419,885	\$ 1,653,145

Total cost of operations:

2014	\$ 139,460	\$ 126,722	\$ 128,745	\$ 103,713	\$ 498,640
2013	\$ 134,144	\$ 125,279	\$ 127,691	\$ 102,063	\$ 489,177
2012	\$ 137,298	\$ 127,789	\$ 125,742	\$ 105,388	\$ 496,217

Property taxes:

2014	\$ 47,583	\$ 46,967	\$ 46,069	\$ 27,678	\$ 168,297
2013	\$ 45,613	\$ 44,953	\$ 44,572	\$ 27,765	\$ 162,903
2012	\$ 43,956	\$ 42,910	\$ 41,568	\$ 26,969	\$ 155,403

Repairs and maintenance:

2014	\$ 14,734	\$ 9,432	\$ 9,900	\$ 9,332	\$ 43,398
2013	\$ 11,022	\$ 9,278	\$ 9,862	\$ 9,978	\$ 40,140
2012	\$ 12,513	\$ 10,672	\$ 8,656	\$ 9,118	\$ 40,959

Advertising and selling
expense:

2014	\$ 6,481	\$ 6,043	\$ 7,772	\$ 6,388	\$ 26,684
2013	\$ 7,655	\$ 6,577	\$ 8,596	\$ 4,955	\$ 27,783
2012	\$ 10,805	\$ 10,883	\$ 10,499	\$ 7,733	\$ 39,920

REVPAF:

2014	\$ 13.34	\$ 13.75	\$ 14.44	\$ 14.22	\$ 13.94
2013	\$ 12.69	\$ 13.05	\$ 13.67	\$ 13.44	\$ 13.21
2012	\$ 12.02	\$ 12.39	\$ 12.94	\$ 12.75	\$ 12.52

Weighted average realized annual rent per occupied square foot:

2014	\$ 14.40	\$ 14.52	\$ 15.25	\$ 15.20	\$ 14.84
2013	\$ 13.81	\$ 13.88	\$ 14.48	\$ 14.45	\$ 14.16
2012	\$ 13.32	\$ 13.42	\$ 13.93	\$ 13.86	\$ 13.63

Weighted average occupancy levels for
the period:

2014	92.6%	94.7%	94.7%	93.5%	93.9%
2013	91.9%	94.0%	94.4%	93.0%	93.3%
2012	90.2%	92.3%	92.9%	92.0%	91.9%

Analysis of Market Trends

The following table sets forth selected market trends in our Same Store Facilities:

Same Store Facilities Operating
Trends by Market

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	Change	2013	2012	Change
(Amounts in thousands, except for weighted average data)						
Revenues:						
Los Angeles (197 facilities)	\$ 270,531	\$ 257,062	5.2%	\$ 257,062	\$ 243,442	5.6%
San Francisco (128 facilities)	155,918	145,995	6.8%	145,995	137,431	6.2%
New York (79 facilities)	117,591	114,024	3.1%	114,024	106,623	6.9%
Chicago (129 facilities)	113,870	108,754	4.7%	108,754	103,578	5.0%
Washington DC (74 facilities)	86,836	85,013	2.1%	85,013	82,349	3.2%
Seattle-Tacoma (85 facilities)	87,607	82,111	6.7%	82,111	77,251	6.3%
Miami (61 facilities)	77,604	72,842	6.5%	72,842	69,088	5.4%
Dallas-Ft. Worth (98 facilities)	72,295	67,920	6.4%	67,920	63,836	6.4%
Houston (80 facilities)	67,259	62,348	7.9%	62,348	57,787	7.9%
Atlanta (89 facilities)	63,173	59,589	6.0%	59,589	57,293	4.0%
Philadelphia (55 facilities)	46,886	44,783	4.7%	44,783	43,532	2.9%
Denver (47 facilities)	43,075	39,808	8.2%	39,808	36,921	7.8%
Minneapolis-St Paul (41 facilities)	35,947	33,863	6.2%	33,863	31,369	8.0%
Portland (43 facilities)	33,594	31,287	7.4%	31,287	29,703	5.3%
Orlando-Daytona (45 facilities)	30,546	29,259	4.4%	29,259	28,083	4.2%
All other markets (731 facilities)	533,944	508,524	5.0%	508,524	484,859	4.9%
Total revenues	\$ 1,836,676	\$ 1,743,182	5.4%	\$ 1,743,182	\$ 1,653,145	5.4%
Net operating income:						
Los Angeles	\$ 218,173	\$ 204,154	6.9%	\$ 204,154	\$ 188,292	8.4%
San Francisco	123,741	114,097	8.5%	114,097	104,466	9.2%
New York	84,092	80,173	4.9%	80,173	71,787	11.7%
Chicago	65,521	63,680	2.9%	63,680	61,001	4.4%
Washington DC	66,368	65,022	2.1%	65,022	62,250	4.5%
Seattle-Tacoma	68,052	62,354	9.1%	62,354	57,092	9.2%
Miami	58,987	54,430	8.4%	54,430	50,124	8.6%
Dallas-Ft. Worth	50,524	46,377	8.9%	46,377	41,765	11.0%
Houston	45,098	40,933	10.2%	40,933	37,481	9.2%
Atlanta	45,279	42,189	7.3%	42,189	38,966	8.3%

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Philadelphia	31,930	30,154	5.9%	30,154	28,775	4.8%
Denver	31,679	28,707	10.4%	28,707	25,769	11.4%
Minneapolis-St. Paul	23,933	21,979	8.9%	21,979	19,920	10.3%
Portland	25,129	23,311	7.8%	23,311	21,451	8.7%
Orlando-Daytona	21,522	20,155	6.8%	20,155	18,980	6.2%
All other markets	378,008	356,290	6.1%	356,290	328,809	8.4%
Total net operating income	\$ 1,338,036	\$ 1,254,005	6.7%	\$ 1,254,005	\$ 1,156,928	8.4%

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Same Store Facilities Operating Trends by Market (Continued)

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	Change	2013	2012	Change
Weighted average square foot occupancy:						
Los Angeles	94.3%	93.5%	0.9%	93.5%	92.2%	1.4%
San Francisco	95.2%	94.6%	0.6%	94.6%	93.1%	1.6%
New York	94.0%	94.6%	(0.6)%	94.6%	92.9%	1.8%
Chicago	93.4%	93.5%	(0.1)%	93.5%	92.2%	1.4%
Washington DC	92.5%	93.0%	(0.5)%	93.0%	91.9%	1.2%
Seattle-Tacoma	94.0%	93.0%	1.1%	93.0%	91.1%	2.1%
Miami	94.6%	93.9%	0.7%	93.9%	92.4%	1.6%
Dallas-Ft. Worth	94.2%	93.5%	0.7%	93.5%	91.7%	2.0%
Houston	94.2%	93.8%	0.4%	93.8%	91.8%	2.2%
Atlanta	93.6%	92.0%	1.7%	92.0%	90.6%	1.5%
Philadelphia	93.7%	93.1%	0.6%	93.1%	91.6%	1.6%
Denver	95.0%	94.8%	0.2%	94.8%	94.1%	0.7%
Minneapolis-St. Paul	93.2%	93.2%	0.0%	93.2%	91.8%	1.5%
Portland	95.0%	94.1%	1.0%	94.1%	92.8%	1.4%
Orlando-Daytona	93.8%	93.1%	0.8%	93.1%	91.8%	1.4%
All other markets	93.6%	92.9%	0.8%	92.9%	91.4%	1.6%
Total weighted average occupancy	93.9%	93.3%	0.6%	93.3%	91.9%	1.5%

Realized annual rent per occupied square foot:

Los Angeles	\$ 20.39	\$ 19.51	4.5%	\$ 19.51	\$ 18.76	4.0%
San Francisco	21.41	20.14	6.3%	20.14	19.26	4.6%
New York	22.65	21.75	4.1%	21.75	20.73	4.9%
Chicago	14.34	13.68	4.8%	13.68	13.17	3.9%
Washington DC	20.75	20.31	2.2%	20.31	19.88	2.2%
Seattle-Tacoma	15.98	15.12	5.7%	15.12	14.52	4.1%
Miami	17.99	17.01	5.8%	17.01	16.35	4.0%
Dallas-Ft. Worth	11.66	11.01	5.9%	11.01	10.56	4.3%
Houston	12.22	11.37	7.5%	11.37	10.79	5.4%
Atlanta	10.81	10.35	4.4%	10.35	10.06	2.9%
Philadelphia	13.94	13.38	4.2%	13.38	13.20	1.4%
Denver	14.35	13.22	8.5%	13.22	12.35	7.0%
Minneapolis-St. Paul	13.05	12.26	6.4%	12.26	11.50	6.6%
Portland	15.08	14.19	6.3%	14.19	13.66	3.9%
Orlando-Daytona	11.39	10.96	3.9%	10.96	10.65	2.9%
All other markets	11.93	11.44	4.3%	11.44	11.07	3.3%
Total realized rent per square						

foot	\$ 14.84	\$ 14.16	4.8%	\$ 14.16	\$ 13.63	3.9%
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Same Store Facilities
Operating Trends by
Market (Continued)

	Year Ended December 31, 2014			Year Ended December 31, 2013		
		2013	Change	2013	2012	Change
REVPAF:						
Los Angeles	\$ 19.23	\$ 18.24	5.4%	\$ 18.24	\$ 17.30	5.4%
San Francisco	20.39	19.04	7.1%	19.04	17.93	6.2%
New York	21.28	20.57	3.5%	20.57	19.26	6.8%
Chicago	13.40	12.78	4.9%	12.78	12.14	5.3%
Washington DC	19.20	18.88	1.7%	18.88	18.27	3.3%
Seattle-Tacoma	15.03	14.06	6.9%	14.06	13.23	6.3%
Miami	17.03	15.97	6.6%	15.97	15.10	5.8%
Dallas-Ft. Worth	11.00	10.30	6.8%	10.30	9.68	6.4%
Houston	11.52	10.66	8.1%	10.66	9.90	7.7%
Atlanta	10.15	9.52	6.6%	9.52	9.12	4.4%
Philadelphia	13.07	12.45	5.0%	12.45	12.09	3.0%
Denver	13.67	12.54	9.0%	12.54	11.61	8.0%
Minneapolis-St. Paul	12.16	11.43	6.4%	11.43	10.56	8.2%
Portland	14.32	13.36	7.2%	13.36	12.67	5.4%
Orlando-Daytona	10.70	10.21	4.8%	10.21	9.78	4.4%
All other markets	11.16	10.62	5.1%	10.62	10.12	4.9%
Total REVPAF	\$ 13.94	\$ 13.21	5.5%	\$ 13.21	\$ 12.52	5.5%

We believe that our geographic diversification and scale provide some insulation from localized economic effects and add to the stability of our cash flows. It is difficult to predict localized trends in short-term self-storage demand and operating results. Over the long run, we believe that markets that experience population growth, high employment, and otherwise exhibit economic strength and consistency will outperform markets that do not exhibit these characteristics.

Non Same Store Facilities

The Non Same Store Facilities at December 31, 2014 represent 256 facilities that were not stabilized with respect to occupancies or rental rates since January 1, 2012, or that we did not own as of January 1, 2012. As a result of the stabilization process and timing of when the facilities were acquired, year-over-year changes can be significant.

The following table summarizes operating data with respect to the Non Same Store Facilities:

NON SAME STORE FACILITIES	Year Ended December 31, 2014			Year Ended December 31, 2013		
	2014	2013	Change	2013	2012	Change
(Dollar amounts in thousands, except square foot amounts)						
Rental income:						
2014 third party acquisitions	\$ 15,347	\$ -	\$ 15,347	\$ -	\$ -	\$ -
2013 third party acquisitions	96,947	19,309	77,638	19,309	-	19,309
2012 third party acquisitions	28,275	22,452	5,823	22,452	7,791	14,661
Other facilities	72,637	64,940	7,697	64,940	57,929	7,011
Total rental income	213,206	106,701	106,505	106,701	65,720	40,981
Cost of operations before depreciation and amortization expense:						
2014 third party acquisitions	4,566	-	4,566	-	-	-
2013 third party acquisitions	32,917	7,574	25,343	7,574	-	7,574
2012 third party acquisitions	9,591	8,562	1,029	8,562	3,206	5,356
Other facilities	21,184	18,773	2,411	18,773	18,218	555
Total cost of operations	68,258	34,909	33,349	34,909	21,424	13,485
Net operating income:						
2014 third party acquisitions	10,781	-	10,781	-	-	-
2013 third party acquisitions	64,030	11,735	52,295	11,735	-	11,735
2012 third party acquisitions	18,684	13,890	4,794	13,890	4,585	9,305
Other facilities	51,453	46,167	5,286	46,167	39,711	6,456
Total net operating income (a)	144,948	71,792	73,156	71,792	44,296	27,496
Depreciation and amortization expense	(121,074)	(68,445)	(52,629)	(68,445)	(28,713)	(39,732)
Net income	\$ 23,874	\$ 3,347	\$ 20,527	\$ 3,347	\$ 15,583	\$ (12,236)
At December 31:						
Square foot occupancy:						
2014 third party acquisitions	89.9%	-	-	-	-	-
2013 third party acquisitions	90.4%	82.6%	9.4%	82.6%	-	-
2012 third party acquisitions	92.5%	86.5%	6.9%	86.5%	75.2%	15.0%
Other facilities	82.2%	85.2%	(3.5)%	85.2%	88.6%	(3.8)%
	88.1%	84.0%	4.9%	84.0%	84.4%	(0.5)%
Annual contract rent per occupied square foot:						
2014 third party acquisitions	\$ 12.15	\$ -	-	\$ -	\$ -	-
2013 third party acquisitions	13.99	13.56	3.2%	13.56	-	-
2012 third party acquisitions	15.40	13.76	11.9%	13.76	13.66	0.7%
Other facilities	16.33	16.17	1.0%	16.17	15.79	2.4%
	\$ 14.45	\$ 14.40	0.3%	\$ 14.40	\$ 15.20	(5.3)%
Number of facilities:						

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2014 third party acquisitions	44	-	44	-	-	-
2013 third party acquisitions	121	121	-	121	-	121
2012 third party acquisitions	24	24	-	24	24	-
Other facilities	67	60	7	60	59	1
	256	205	51	205	83	122
Net rentable square feet (in thousands):						
2014 third party acquisitions	3,442	-	3,442	-	-	-
2013 third party acquisitions	8,056	8,036	20	8,036	-	8,036
2012 third party acquisitions	2,117	2,117	-	2,117	1,908	209
Other facilities	5,824	4,699	1,125	4,699	4,294	405
	19,439	14,852	4,587	14,852	6,202	8,650

(a)See “Net Operating Income” below for a reconciliation of this non-GAAP measure to our net income in our statements of income for the years ended December 31, 2014, 2013 and 2012.

During 2014, we acquired 44 operating self-storage facilities (3,442,000 net rentable square feet of storage space) for approximately \$430.7 million. During 2013, we acquired 121 operating self-storage facilities (8,036,000 net rentable square feet of storage space) for approximately \$1.16 billion. During 2012, we acquired 24 operating self-storage facilities (1,908,000 net rentable square feet of storage space and unfinished space that was converted to 209,000 net rentable square feet of self-storage space in 2013 for \$20.3 million in additional development cost) for \$225.5 million in cash.

For 2014, the weighted average annualized yield for the facilities acquired in 2013 and 2012, respectively, was 5.5% and 7.6%. The yields for the facilities acquired in 2014 were not meaningful due to our limited ownership period.

During 2014, we completed expansions to various facilities adding 614,000 net rentable square feet of self-storage space, for an aggregate cost of \$48 million and we opened six newly developed facilities for an aggregate cost of \$50 million with 531,000 net rentable square feet of self-storage space. In addition, during 2014, we gained possession of a self-storage facility due to termination by a tenant who had ground leased the facility from us. These facilities are included in “Other facilities” in the table above.

Subsequent to December 31, 2014, we acquired four self-storage facilities (one each in Florida, North Carolina, Washington and Texas), with an aggregate of 265,000 net rentable square feet, for approximately \$32 million in cash.

We expect to increase the number of Non Same Store Facilities over at least the next 18 months through development of new self-storage facilities, expansions to existing facilities and acquisitions of facilities. As of December 31, 2014, we had development and expansion projects which will add approximately 3.5 million net rentable square feet of storage space at a total cost of approximately \$411 million. A total of \$105 million of these costs were incurred through December 31, 2014, with the remaining costs expected to be incurred primarily in 2015. Some of these projects are subject to significant contingencies such as entitlement approval. We expect to continue to seek additional development projects; however, the level of future development may be limited due to various constraints such as difficulty in finding projects that meet our risk-adjusted yield expectations and challenges in obtaining building permits for self-storage activities in certain municipalities. There is significant competition to acquire existing facilities and there can be no assurance that we will be able to acquire additional facilities at prices we will find attractive.

We believe that our management and operating infrastructure will result in newly acquired facilities stabilizing at a higher level of net operating income than was achieved by the previous owners. However, it can take 24 or more months for these newly acquired facilities to reach stabilization, and the ultimate levels of net operating income to be achieved can be affected by changes in general economic conditions. As a result, there can be no assurance that our expectations with respect to these facilities will be achieved. However, we expect the Non Same Store Facilities to continue to provide earnings growth during 2015 as these facilities approach stabilized occupancy levels and the earnings of the 2014 acquisitions are reflected in our operations for a longer period in 2015 as compared to 2014.

Equity in earnings of unconsolidated real estate entities

At December 31, 2014, we have equity investments in PSB, Shurgard Europe and various limited partnerships. We account for such investments using the equity method.

Equity in earnings of unconsolidated real estate entities for 2014, 2013 and 2012 consists of our pro-rata share of the net income of these unconsolidated real estate entities for each period. The following table sets forth the significant components of equity in earnings of unconsolidated real estate entities.

Historical
summary:

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	Change	2013	2012	Change
(Amounts in thousands)						
Equity in earnings:						
PSB	\$ 56,280	\$ 23,199	\$ 33,081	\$ 23,199	\$ 10,638	\$2,561
Shurgard Europe	29,900	32,694	(2,794)	32,694	33,223	(529)
Other Investments	2,087	1,686	401	1,686	1,725	(39)
Total equity in earnings	\$ 88,267	\$ 57,579	\$ 30,688	\$ 57,579	\$ 45,586	\$1,993

Investment in PSB: At December 31, 2014 and 2013, we had approximately a 42% common equity interest in PSB, comprised of our ownership of 7,158,354 shares of PSB's common stock and 7,305,355 limited partnership units in an operating partnership controlled by PSB. The limited partnership units are convertible at our option, subject to certain conditions, on a one-for-one basis into PSB common stock. During the last six months of 2013, we acquired an aggregate of 1,356,748 shares of PSB common stock at an average cost of \$77.42 per share in open market transactions as well as directly from PSB.

At December 31, 2014, PSB owned and operated 28.6 million rentable square feet of commercial space located in eight states. PSB also manages commercial space that we own pursuant to property management agreements.

Equity in earnings from PSB increased to \$56.3 million for 2014 as compared to \$23.2 million for 2013, due primarily to our \$36.5 million equity share of PSB's gain on sale of real estate in 2014. Equity in earnings from PSB increased to \$23.2 million for 2013 as compared to \$10.6 million in 2012, due primarily to the impact of PSB's 2012 redemptions of preferred securities which reduced our equity earnings by \$7.2 million in 2012, combined with improved property operations from newly acquired and same park facilities. See Note 4 to our December 31, 2014 financial statements for selected financial information on PSB, as well as PSB's filings and selected financial information that can be accessed through the SEC, and on PSB's website, www.psbusinessparks.com.

Investment in Shurgard Europe: Equity in earnings of Shurgard Europe represents our 49% equity share of Shurgard Europe's net income. At December 31, 2014, Shurgard Europe's operations are comprised of 192 wholly-owned facilities with ten million net rentable square feet. Selected financial data for Shurgard Europe for 2014, 2013 and 2012 is included in Note 4 to our December 31, 2014 financial statements. As described in more detail in Note 4, we receive trademark license fees from Shurgard Europe and, for certain periods, we received interest income from Shurgard Europe on a note payable to us.

In July 2014, Shurgard Europe completed the following financing transactions: (i) amended its bank term loan to, among other things, expand the outstanding borrowings from €82.9 million to €125.0 million, set the interest rate at Euribor plus 1.8%, and extend the maturity to January 2018, (ii) issued €300.0 million (issued in three equal tranches of 7, 10 and 12 year maturities) of unsecured senior notes with an average interest rate of 3.0%, and (iii) fully repaid its €311.0 million shareholder loan. As a result, we received a total of \$204.9 million for our 49% share of the shareholder loan. In December 2014, Shurgard Europe amended its bank term loan to provide for the addition of a €40 million

revolving line of credit.

On December 31, 2014, Shurgard Europe acquired five facilities in Germany, with an aggregate of 327,000 net rentable square feet, for \$82 million (€66 million) payable in March 2015 and during the three months ended December 31, 2014, they acquired a building and ground lease on a self-storage property located in the United Kingdom for \$11 million cash. The property, which is currently leased to a third party, is currently managed by Shurgard Europe and contains 83,000 square feet. The acquisition costs are to be funded with cash on hand combined with borrowings on the revolving credit facility.

Our equity in earnings from Shurgard Europe decreased to \$29.9 million for 2014 as compared to \$32.7 million for 2013. The decrease is due primarily to our equity share of increased interest expense

incurred in connection with Shurgard Europe's refinancing activities completed in July 2014, costs associated with the facilities acquired in 2014, and a contingent loss incurred in 2014, offset partially by improved property operations. Equity in earnings from Shurgard Europe decreased to \$32.7 million for 2013 from \$33.2 million for the same period in 2012. For purposes of recording our equity in earnings from Shurgard Europe, the Euro was translated into U.S. Dollars based upon average exchange rates of 1.329 for 2014, 1.328 for 2013 and 1.285 for 2012.

At least in the short-term, our future earnings from Shurgard Europe will be affected primarily by the operating results of its existing facilities, as well as the exchange rate between the U.S. Dollar and currencies in the countries Shurgard Europe conducts its business, principally the Euro.

During the fourth quarter of 2014 and the early part of 2015, the value of the U.S. Dollar has increased substantially relative to the Euro. At February 20, 2015, the exchange rate was 1.14 U.S. Dollars per Euro. If the exchange rate remained constant throughout 2015 at the rate of 1.14 U.S. Dollars per Euro, our equity in earnings would decrease approximately 14% (\$4.7 million) in 2015, all other things being equal.

Shurgard Europe's Same Store Facilities: The Shurgard Europe's Same Store facilities represents the 174 facilities (9.2 million net rentable square feet, representing 89% of the aggregate net rentable square feet of Shurgard Europe's self-storage portfolio) that have been consolidated and operated by Shurgard Europe on a stabilized basis since January 1, 2012 and therefore provide meaningful comparisons for 2012, 2013 and 2014. We evaluate the performance of these facilities because Shurgard Europe's ability to effectively manage stabilized facilities represents an important measure of its ability to grow its earnings over the long-term.

The following table reflects 100% of the operating results of those 174 facilities. For comparison purposes, the 2013 and 2012 results are presented in U.S. Dollars using the same historical exchange rate for 2014. However, only our pro rata share of the operating results for these facilities, based upon the actual exchange rates for each period, is included in "equity in earnings of unconsolidated real estate entities" on our statements of income.

In Note 4 to our December 31, 2014 financial statements, we disclose Shurgard Europe's consolidated operating results for the years ended December 31, 2014, 2013 and 2012. Shurgard Europe's consolidated operating results include 18 additional facilities that are not Same Store Facilities, and are based upon historical exchange rates rather than constant exchange rates for each of the respective periods.

Selected Operating Data for the
Shurgard Europe Same Store Pool (174
facilities):

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	Percentage Change	2013	2012	Percentage Change
(Dollar amounts in thousands, except weighted average data, utilizing constant exchange rates) (a)						
Revenues (including late charges and administrative fees)	\$ 209,035	\$ 203,230	2.9%	\$ 203,230	\$ 206,284	(1.5)%
Less: Cost of operations (excluding depreciation and amortization expenses)	88,618	86,255	2.7%	86,255	85,786	0.5%
Net operating income (b)	\$ 120,417	\$ 116,975	2.9%	\$ 116,975	\$ 120,498	(2.9)%
Gross margin	57.6%	57.6%	0.0%	57.6%	58.4%	(1.4)%
Weighted average for the period: Square foot occupancy	85.9%	80.9%	6.2%	80.9%	82.3%	(1.7)%
Realized annual rent, prior to late charges and administrative fees, per (c):						
Occupied square foot	\$ 25.84	\$ 26.69	(3.2)%	\$ 26.69	\$ 26.66	0.1%
Available square foot ("REVPAF")	\$ 22.20	\$ 21.59	2.8%	\$ 21.59	\$ 21.94	(1.6)%
At December 31:						
Square foot occupancy	87.8%	82.3%	6.7%	82.3%	80.4%	2.4%
Annual contract rent per occupied square foot (d)	\$ 26.35	\$ 27.84	(5.4)%	\$ 27.84	\$ 27.70	0.5%
Total net rentable square feet (in thousands)	9,244	9,244	-	9,244	9,244	-
Average Euro to the U.S. Dollar for the period (a):						
Constant exchange rates used herein	1.329	1.329	-	1.329	1.329	-
Actual historical exchange rates	1.329	1.328	0.1%	1.328	1.285	3.3%

(a) In order to isolate changes in the underlying operations from the impact of exchange rates, the amounts in this table are presented on a constant exchange rate basis. The amounts for years ended December 31, 2013 and 2012 have been restated using the actual exchange rates for the year ended December 31, 2014.

(b) We present Shurgard Europe's same-store net operating income or "NOI," which is a non-GAAP financial measure that excludes the impact of depreciation and amortization expense. We believe that NOI is a meaningful measure of operating performance, because we utilize NOI in making decisions with respect to capital allocations, in determining

current property values, in evaluating property performance and in comparing period-to-period and market-to-market property operating results. In addition, we believe the investment community utilizes NOI in determining operating performance and real estate values, and does not consider depreciation expense because it is based upon historical cost. NOI is not a substitute for net income, net operating cash flow, or other related GAAP financial measures, in evaluating Shurgard Europe's operating results.

(c)Realized annual rent per occupied square foot is computed by dividing annualized rental income, before late charges and administrative fees, by the weighted average occupied square feet for the period. Realized annual rent per available square foot ("REVPAF") is computed by dividing annualized rental income, before late charges and administrative fees, by the total available net rentable square feet for the period. These measures exclude late charges and administrative fees in order to provide a better measure of our ongoing level of revenue. Late charges are dependent upon the level of delinquency, and administrative fees are dependent upon the level of move-ins. In addition, the rates charged for late charges and administrative fees can vary independently from rental rates. These measures take into consideration promotional discounts, which reduce rental income.

(d)Contract rent represents the applicable contractual monthly rent charged to tenants, excluding the impact of promotional discounts, late charges and administrative fees.

NOI increased 2.9% in 2014 as compared to 2013, principally due to an increase of 2.9% in revenue, partially offset by an increase of 2.7% in cost of operations. NOI decreased 2.9% in 2013 as compared to 2012, principally due to a decrease of 1.5% in revenue and an increase of 0.5% in cost of operations. Due to the limited number of facilities in this portfolio and lack of geographic concentration, as well as recent volatile economic conditions in Western Europe, it is difficult to estimate revenue growth. However, based upon current trends, it appears that revenue should increase modestly in the first quarter of 2015.

Other Investments: The “Other Investments” at December 31, 2014 are comprised primarily of our equity in earnings from various limited partnerships that own an aggregate of 13 self-storage facilities (750,000 net rentable square feet). Our future earnings with respect to the Other Investments will be dependent upon the operating results of the facilities these entities own.

Ancillary Operations

Ancillary revenues and expenses include amounts associated with (i) the reinsurance of policies against losses to goods stored by tenants in our self-storage facilities in the U.S., (ii) merchandise sales, (iii) commercial property operations, and (iv) management of 41 self-storage facilities owned by third parties and the Unconsolidated Real Estate Entities.

Commercial property operations are included in our commercial segment and all other ancillary revenues and costs of operations are not allocated to any segment. See Note 11 to our December 31, 2014 financial statements for further information regarding our segments and for a reconciliation of these ancillary revenues and cost of operations to our net income.

The following table sets forth our ancillary operations as presented on our income statements:

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	Change	2013	2012	Change
(Amounts in thousands)						
Ancillary Revenues:						
Tenant reinsurance premiums	\$ 95,056	\$ 84,904	\$ 10,152	\$ 84,904	\$ 77,977	\$ 6,927
Commercial	15,720	14,510	1,210	14,510	14,071	439
Merchandise and other	34,746	32,449	2,297	32,449	31,591	858
Total revenues	145,522	131,863	13,659	131,863	123,639	8,224
Ancillary Cost of Operations:						
Tenant reinsurance	25,600	17,067	8,533	17,067	14,429	2,638
Commercial	5,247	5,228	19	5,228	4,908	320
Merchandise and other	20,975	18,780	2,195	18,780	18,926	(146)
Total cost of operations	51,822	41,075	10,747	41,075	38,263	2,812

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Commercial depreciation	3,045	2,779	266	2,779	2,810	(31)
Ancillary net income:						
Tenant reinsurance	69,456	67,837	1,619	67,837	63,548	4,289
Commercial	7,428	6,503	925	6,503	6,353	150
Merchandise and other	13,771	13,669	102	13,669	12,665	1,004
Total ancillary net income	\$ 90,655	\$ 88,009	\$ 2,646	\$ 88,009	\$ 82,566	\$ 5,443

Tenant reinsurance operations: We reinsure policies offered through a non-affiliated insurance company against losses to goods stored by tenants in the domestic self-storage facilities we operate. The level of tenant reinsurance revenues is largely dependent upon the number of tenants that participate in the insurance program and the average premium rates charged. Cost of operations primarily includes claims paid that are not covered by our outside third-party insurers, as well as claims adjustment expenses. Tenant reinsurance cost of operations for 2014 includes a \$7.8 million accrual related to a legal settlement and a \$4.1 million reduction associated with the recognition of a deferred tax asset. The increase of \$4.9 million in ongoing cost of operations for 2014 as compared to 2013 is due primarily to an increase in exposure associated with more insured tenants and, to a lesser extent, claims resulting from extreme weather conditions in early 2014.

Tenant reinsurance revenue at our Same Store Facilities increased from \$73.1 million in 2012, to \$78.4 million in 2013, and to \$83.8 million in 2014, due to more insured tenants as a result of increased occupancies and a higher proportion of tenants having insurance and, to a lesser extent, higher average premium rates charged. The remaining increases in tenant reinsurance revenues are due primarily to the acquisition of 189 self-storage facilities from third parties since January 1, 2012.

We expect continued increases in tenant insurance revenues in 2015 as the tenant insurance revenues with respect to the facilities we acquired in 2014 are reflected for a full year, combined with the acquisition of additional facilities in 2015.

Commercial operations: We also own and operate commercial facilities, primarily the leasing of small retail storefronts and office space located on or near our existing self-storage facilities. We do not expect any significant changes in revenues or profitability from our commercial operations.

Merchandise sales and other: We sell locks, boxes, and packing supplies at our self-storage facilities, and the level of sales of these items is primarily impacted by the level of move-ins and other customer traffic at our self-storage facilities. These amounts include, to a much lesser extent, the results of our management of 41 self-storage facilities in the U.S. for third party owners and other partnerships that we account for on the equity method. We do not expect any significant changes in revenues or profitability from our merchandise sales and other in 2015.

Other Income and Expense Items

Interest and other income: Interest and other income was \$4.9 million in 2014, \$22.6 million in 2013 and \$22.1 million in 2012, which included \$1.5 million, \$19.3 million and \$18.7 million, respectively, in interest received on a loan receivable from Shurgard Europe which was extinguished in 2014, as described more fully in Note 5 to our December 31, 2014 financial statements.

The remainder of our interest and other income is comprised primarily of interest earned on cash balances, trademark license fees from Shurgard Europe, as well as sundry other income items that are received from time to time in varying amounts. Interest income on cash balances has been minimal, because rates have been at historic lows of 0.1% or less, and we expect this trend to continue in the foreseeable future. Future earnings from sundry other income items are not predictable.

Depreciation and amortization: Depreciation and amortization increased to \$437.1 million for 2014 as compared to \$387.4 million for 2013 and \$357.8 million for 2012, due principally to the 189 facilities acquired from third parties since January 1, 2012. Included in depreciation and amortization is amortization expense of tenant intangibles for facilities acquired from third parties, which is being amortized relative to the expected future benefit of the customers in place for each period. Such amortization expense totaled \$48.4 million, \$24.1 million and \$10.5 million in 2014, 2013 and 2012, respectively. Based upon the facilities we own at December 31, 2014, amortization expense with

respect to such intangibles is estimated at \$22.3 million in 2015. The level of future depreciation and amortization will primarily depend upon the level of acquisitions of facilities and the level of capital expenditures we incur on our facilities.

General and administrative expense: The following table sets forth our general and administrative expense:

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	Change	2013	2012	Change
(Amounts in thousands)						
Share-based compensation expense	\$ 29,541	\$ 28,413	\$ 1,128	\$ 28,413	\$ 24,312	\$ 4,101
Costs of senior executives	5,558	5,309	249	5,309	4,736	573
Development and acquisition costs	10,614	10,475	139	10,475	6,355	4,120
Tax compliance costs and taxes paid	4,858	4,704	154	4,704	4,775	(71)
Legal costs	5,080	3,550	1,530	3,550	3,653	(103)
Public company costs	3,465	3,069	396	3,069	2,937	132
Other costs	12,343	11,159	1,184	11,159	10,069	1,090
Total	\$ 71,459	\$ 66,679	\$ 4,780	\$ 66,679	\$ 56,837	\$ 9,842

Share-based compensation expense includes the amortization of restricted share units and stock options granted to employees, as well as related employer taxes. The level of share-based compensation expense varies based upon the level of grants and forfeitures as well as the Company's stock price on the date of grant. We expect share-based compensation expense to increase in 2015 as compared to 2014. See Note 10 to our December 31, 2014 financial statements for further information on our share-based compensation.

Costs of senior executives represent the cash compensation paid to our chief executive officer and chief financial officer. The increases in 2014 as compared to 2013 and in 2013 as compared to 2012 are due to increases in incentive compensation.

Development and acquisition costs represent internal and external expenses related to our acquisition and development activities and varies primarily based upon the level of development and acquisition activities undertaken. Incremental legal, transfer tax, and other related costs of approximately \$3.4 million, \$5.0 million and \$1.8 million were incurred in connection with the acquisition of real estate facilities in 2014, 2013 and 2012, respectively. The level of such costs to be incurred in 2015 will depend upon the level of acquisition activities, which is not determinable. The remaining increase in each period is due to the expansion of our real estate development activities in recent years, and such expenses are expected to increase modestly in 2015.

Tax compliance costs and taxes paid include taxes paid to various state and local authorities, the internal and external costs of filing tax returns, costs associated with complying with federal and state tax laws, and maintaining our compliance with Internal Revenue Service REIT rules. Such costs vary primarily based upon the tax rates of the various states in which we do business.

Legal costs include internal personnel as well as fees paid to legal firms and other third parties with respect to general corporate legal matters and risk management, and varies based upon the level of litigation. Given our current legal matters, we believe our legal costs could potentially be higher in 2015, the amount of which is not determinable.

Public company costs represent the incremental costs of operating as a publicly-traded company, such as internal and external investor relations expenses, stock listing and transfer agent fees, board of trustees' costs, and costs associated with maintaining compliance with applicable laws and regulations, including the Dodd-Frank Act and Sarbanes-Oxley Act.

Other costs represent professional and consulting fees, payroll and overhead that are not directly attributable to our property operations. Such costs vary depending upon the level of corporate activities and initiatives, as such, are not predictable.

Our future general and administrative expenses are difficult to estimate, due to their dependence upon many factors, including those noted above.

Interest expense: Interest expense was \$6.8 million, \$6.4 million, and \$19.8 million in 2014, 2013 and 2012, respectively. The decrease in 2013 as compared to 2012 is due primarily to the repayment of our senior unsecured notes in 2013, along with principal repayments on our secured mortgage debt. During 2014 and 2013, we incurred \$4.7 million and \$1.2 million, respectively, in interest expense on short-term borrowings, all of which were repaid in 2014.

During 2014, 2013 and 2012, we capitalized interest of \$1.6 million, \$2.9 million and \$0.4 million, respectively, associated with our development activities. See Note 6 to our December 31, 2014 financial statements for a schedule of our notes payable balances, principal repayment requirements and average interest rates. The level of interest expense that we incur in 2015 will be dependent upon our level of debt.

Foreign Exchange Gain (Loss): We recorded a foreign currency translation loss of \$7.0 million in 2014, and foreign currency translation gains \$17.1 million and \$8.9 million for 2013 and 2012, respectively, representing primarily the change in the U.S. Dollar equivalent of our Euro-based loan receivable from Shurgard Europe due to fluctuations in exchange rates. This loan receivable was repaid in 2014 and, as a result, no further material foreign exchange gains or losses are expected.

Net Income Allocable to Preferred Shareholders: Allocations of net income to our preferred shareholders generally consists of allocations (i) based on distributions and (ii) in applying EITF D-42 when we redeem preferred shares. Net income allocable to preferred shareholders associated with distributions increased during 2014 as compared to 2013 due primarily to higher average outstanding preferred shares, and decreased during 2013 as compared to 2012, due primarily to lower average dividend rates and lower average outstanding preferred shares. During 2012, we redeemed certain existing series of preferred shares and issued additional preferred shares at lower coupon rates. Net income allocable to preferred shareholders in applying EITF D-42 totaled \$61.7 million in 2012 (there were no redemptions of preferred securities and as a result, no EITF D-42 allocations in 2013 and 2014). Based upon our preferred shares outstanding at December 31, 2014, our quarterly distribution to our preferred shareholders is expected to be approximately \$63.6 million.

Net Operating Income

In our discussions above, we refer to net operating income or “NOI,” which is a non-GAAP financial measure that excludes the impact of depreciation and amortization expense. We believe that NOI is a meaningful measure of operating performance, because we utilize NOI in making decisions with respect to capital allocations, in determining current property values, in evaluating property performance and in comparing period-to-period and market-to-market property operating results. In addition, we believe the investment community utilizes NOI in determining operating performance and real estate values, and does not consider depreciation expense because it is based upon historical cost. NOI is not a substitute for net income, net operating cash flow, or other related GAAP financial measures, in evaluating our operating results. The following table reconciles NOI generated by our self-storage facilities to our operating income:

Year Ended December 31,
2014 2013 2012

(Amounts in thousands)

Self-storage net operating income:			
Same Store Facilities	\$ 1,338,036	\$ 1,254,005	\$ 1,156,928
Non Same Store Facilities	144,948	71,792	44,296
	1,482,984	1,325,797	1,201,224
Self-storage depreciation expense:			
Same Store Facilities	(312,995)	(316,178)	(326,258)
Non Same Store Facilities	(121,074)	(68,445)	(28,713)
	(434,069)	(384,623)	(354,971)
Self-storage net income:			
Same Store Facilities	1,025,041	937,827	830,670
Non Same Store Facilities	23,874	3,347	15,583
Total net income from self-storage	1,048,915	941,174	846,253
Ancillary operating revenue	145,522	131,863	123,639
Ancillary cost of operations	(51,822)	(41,075)	(38,263)
Commercial depreciation and amortization	(3,045)	(2,779)	(2,810)
General and administrative expenses	(71,459)	(66,679)	(56,837)
Operating income	\$ 1,068,111	\$ 962,504	\$ 871,982

Liquidity and Capital Resources

Financial Strategy: Our financial profile is characterized by a low level of debt-to-total-capitalization. In general, we seek to finance our investment activities and debt obligations with retained operating cash flow, and when not sufficient, the net proceeds from the issuance of preferred and common securities. When market conditions are not favorable to issue either preferred or common securities, we will use bank debt as bridge financing. Given the low interest rate environment coupled with having only \$64.4 million of debt outstanding at December 31, 2014, we may seek to issue a modest amount of medium or long-term debt. In that regard, we anticipate that we may seek to expand the borrowing capacity of our bank credit facility and utilize the facility as a bridge to the issuance of longer term debt.

Unlike most REITs, we have elected to use predominantly preferred securities in our capital structure as a form of leverage despite the fact that the dividend rates of our preferred securities exceed the prevailing market interest rates on conventional debt. We have chosen this method of financing for the following reasons: (i) under the REIT structure, a significant amount of operating cash flow needs to be distributed to our shareholders, making it difficult, relative to a traditional taxable corporation, to repay debt with operating cash flow alone, (ii) our perpetual preferred shares have no sinking fund requirement or maturity date and do not require redemption, all of which eliminate future refinancing risks, (iii) after the end of a non-call period, we have the option to redeem the preferred shares at any time, which enables us to refinance higher coupon preferred shares with new preferred shares at lower rates if appropriate, (iv) preferred shares do not subject us to covenants, thus allowing us to maintain significant financial flexibility, and (v) dividends on the preferred shares can be applied to satisfy our REIT distribution requirements.

We have generally been able to raise capital through the issuance of preferred securities at an attractive cost of capital relative to the issuance of our common shares and, as a result, issuances of common shares have been minimal over the past several years. During the early part of 2013, we issued preferred securities with coupon rates at 5.2%, but later in 2013, rates increased and market conditions for the issuance of common and preferred capital worsened. As a result, in December 2013 we borrowed \$750.1 million from banks to bridge finance our acquisition activities during that timeframe. Subsequently, preferred share coupon rates and market conditions steadily improved, and by September 2014, we repaid our bridge financing, in part, from the issuance of preferred securities. During 2014, we issued an aggregate of \$762.5 million in preferred securities, with an average coupon rate of 6.11%. We continue to view preferred capital as an important source of capital over the long-term. Notwithstanding the recent improvement in the preferred markets, rate spreads between a new issuance for us and U.S. treasuries have remained relatively wide as compared to historical levels. As a result of an inefficient preferred market, combined with only \$64.4 million of debt as of December 31, 2014, we may seek to raise capital in 2015 through the issuance of debt securities.

Our credit ratings on each of our series of preferred shares are “A3” by Moody’s, “BBB+” by Standard & Poor’s and “A” by Fitch Ratings. In recent years, we have been one of the largest and most frequent issuers of preferred equity in the U.S.

Liquidity and Capital Resource Analysis: We believe that our net cash provided by our operating activities will continue to be sufficient to enable us to meet our ongoing requirements for operating expenses, capital improvements and distributions to our shareholders for the foreseeable future.

As of December 31, 2014, our capital resources totaled approximately \$774 million, consisting of \$188 million in cash, approximately \$286 million of available borrowing capacity on our bank credit facility, and \$300 million of expected retained operating cash flow for 2015. Retained operating cash flow represents our expected cash flow provided by operating activities, after deducting estimated distributions to our shareholders and estimated capital

expenditure requirements for 2015.

At December 31, 2014, we had capital commitments totaling approximately \$356 million, consisting of \$306 million of remaining spend on our development pipeline, \$32 million in property acquisitions, and approximately \$18 million in maturities on notes payable. In addition, we expect that our

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capital commitments will continue to grow during 2015 as we continue to seek additional development and acquisition opportunities. We may also redeem outstanding preferred securities in 2015 totaling \$270 million.

We believe we have a variety of possibilities to raise additional capital, including the issuance of common or preferred securities, issuing debt, expanding the borrowing capacity of our bank credit facility, or entering into joint venture arrangements to acquire or develop facilities.

At February 24, 2015, we have no outstanding borrowings on our bank credit facility.

Debt Service Requirements: As of December 31, 2014, our outstanding debt totaled approximately \$64.4 million. Approximate principal maturities of our outstanding debt are as follows (amounts in thousands):

2015	\$ 17,822
2016	20,613
2017	9,263
2018	11,168
2019	1,217
Thereafter	4,281
	\$ 64,364

The remaining maturities on our notes payable are nominal compared to our annual cash from operations.

Capital Expenditure Requirements: Capital expenditures include major repairs or replacements to elements of our facilities, which keep the facilities in good operating condition and maintain their visual appeal to the customer, which totaled \$79.8 million in, 2014. Capital expenditures do not include costs relating to the development of new facilities or the expansion of net rentable square footage of existing facilities. For 2015, we expect to incur approximately \$80 million for capital expenditures and to fund such amounts with cash provided by operating activities. For the last four years, such capital expenditures have ranged between approximately \$0.55 and \$0.60 per net rentable square foot per year.

Requirement to Pay Distributions: For all periods presented herein, we have elected to be treated as a REIT, as defined in the Internal Revenue Code. As a REIT, we do not incur federal income tax on our REIT taxable income (generally, net rents and gains from real property, dividends, and interest) that is fully distributed each year (for this purpose, certain distributions paid in a subsequent year may be considered), and if we meet certain organizational and operational rules. We believe we have met these requirements in all periods presented herein, and we expect to continue to elect and qualify as a REIT.

Distributions paid during 2014 totaled \$1.2 billion, consisting of \$232.6 million to preferred shareholders and \$967.9 million to common shareholders and restricted share unitholders. All of these distributions were REIT qualifying distributions.

We estimate the annual distribution requirements with respect to our Preferred Shares outstanding at December 31, 2014 to be approximately \$254.2 million per year.

On February 19, 2015, our Board declared a regular common quarterly dividend of \$1.40 per common share. Our consistent, long-term dividend policy has been to distribute only our taxable income. Future quarterly distributions with respect to the common shares will continue to be determined based upon our REIT distribution requirements after taking into consideration distributions to the preferred shareholders and will be funded with cash provided by operating activities.

We are obligated to pay distributions to noncontrolling interests in our consolidated subsidiaries based upon the cash provided by operating activities of the respective subsidiary. Such distributions are estimated at approximately \$7.0 million in 2015, with respect to such noncontrolling interests outstanding at December 31, 2014.

Real Estate Investment Activities: Subsequent to December 31, 2014, we acquired four self-storage facilities with an aggregate of 265,000 net rentable square feet for approximately \$32 million in cash. During 2015, we will continue to seek to acquire other self-storage facilities from third parties; however, it is difficult to estimate the amount of third party acquisitions we will undertake.

As of December 31, 2014, we had development and expansion projects which will add approximately 3.5 million net rentable square feet of storage space at a total cost of approximately \$411 million. A total of \$105 million in costs were incurred through December 31, 2014 with respect to these projects, with the remaining costs expected to be incurred primarily in 2015. Some of these projects are subject to significant contingencies such as entitlement approval. We expect to continue to seek additional development projects; however, the level of future development may be limited due to various constraints such as difficulty in finding available sites for building that meet our risk-adjusted yield expectations, as well as the challenges in obtaining building permits for self-storage activities in certain municipalities.

Shurgard Europe: At December 31, 2014, Shurgard Europe has a bank term loan outstanding with a balance of approximately €107.5 million maturing in January 2018, and €300.0 million of unsecured senior notes maturing in equal amounts in 7, 10 and 12 years. In December 2014, Shurgard Europe obtained a €40 million bank revolving credit facility which expires in January 2018. There were no amounts outstanding on this facility at December 31, 2014.

On December 31, 2014, Shurgard Europe acquired five facilities located in Germany for a cash purchase price of approximately €65.5 million. The cash purchase price was payable in the first quarter of 2015. Shurgard Europe will use borrowings on its bank revolving credit facility combined with cash on hand to fund the purchase price.

Redemption of Preferred Securities: We have two series of preferred securities redeemable, at our option, in 2015. Our 6.875% Series O Preferred Shares, with \$145 million outstanding becomes redeemable in April 2015, and our 6.5% Series P Preferred Shares, with \$125 million outstanding, which are redeemable in October 2015. The timing of redemption of these series of preferred shares will depend upon many factors including whether we can issue capital at a lower cost of capital than the shares that would be redeemed. None of our preferred securities are redeemable at the option of the holders.

Repurchases of Company's Common Shares: Our Board has authorized management to repurchase up to 35,000,000 of our common shares on the open market or in privately negotiated transactions. During 2014, we did not repurchase any of our common shares. From the inception of the repurchase program through February 24, 2015, we have repurchased a total of 23,721,916 common shares at an aggregate cost of approximately \$679.1 million. We have no current plans to repurchase additional common shares; however, future levels of common share repurchases will be dependent upon our available capital, investment alternatives and the trading price of our common shares.

Contractual Obligations

Our significant contractual obligations at December 31, 2014 and their impact on our cash flows and liquidity are summarized below for the years ending December 31 (amounts in thousands):

	Total	2015	2016	2017	2018	2019	Thereafter
Long-term debt (1)	\$ 71,526	\$ 20,652	\$ 22,659	\$ 10,065	\$ 11,797	\$ 1,513	\$ 4,840
Operating leases (2)	79,374	4,175	4,086	2,897	2,634	2,574	63,008
Construction commitments (3)	50,135	40,108	10,027	-	-	-	-
Total	\$ 201,035	\$ 64,935	\$ 36,772	\$ 12,962	\$ 14,431	\$ 4,087	\$ 67,848

(1) Amounts include principal and interest payments (all of which are fixed-rate) on our notes payable based on their contractual terms. See Note 6 to our December 31, 2014 financial statements for additional information on our notes payable.

(2) We lease land, equipment and office space under various operating leases. Certain leases are cancelable; however, significant penalties would be incurred upon cancellation. Amounts reflected above consider continuance of the lease without cancellation.

(3) Amounts exclude an additional \$256.4 million in future expected development spending that was not under contract at December 31, 2014.

We estimate the annual distribution requirements with respect to our Preferred Shares outstanding at December 31, 2014, to be approximately \$254.2 million per year. Dividends are paid when and if declared by our Board and accumulate if not paid.

Off-Balance Sheet Arrangements: At December 31, 2014, we had no material off-balance sheet arrangements as defined under Regulation S-K 303(a)(4) and the instructions thereto.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

To limit our exposure to market risk, we are capitalized primarily with preferred and common equity. Our preferred shares are redeemable at our option generally five years after issuance, but the holder has no redemption option. Our debt is our only market-risk sensitive portion of our capital structure, which totals \$64.4 million and represents 0.1% of the book value of our equity at December 31, 2014.

We have foreign currency exposure related to our investment in Shurgard Europe, which has a book value of \$394.8 million at December 31, 2014.

The fair value of our fixed rate debt at December 31, 2014 approximates book value. The table below summarizes the annual maturities of our fixed rate debt, which had a weighted average fixed rate of 4.0% at December 31, 2014. See Note 6 to our December 31, 2014 financial statements for further information regarding our fixed rate debt (amounts in thousands).

	2015	2016	2017	2018	2019	Thereafter	Total
Fixed rate debt	\$ 17,822	\$ 20,613	\$ 9,263	\$ 11,168	\$ 1,217	\$ 4,281	\$ 64,364

ITEM 9A. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports we file and submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in accordance with SEC guidelines and that such information is communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures in reaching that level of reasonable assurance. We also have investments in certain unconsolidated real estate entities and because we do not control these entities, our disclosure controls and procedures with respect to such entities are substantially more limited than those we maintain with respect to our consolidated subsidiaries.

As of December 31, 2014, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2014, at a reasonable assurance level.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework issued by the Committee on Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on our evaluation under the framework in Internal Control-Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2014.

The effectiveness of internal control over financial reporting as of December 31, 2014, has been audited by Ernst & Young LLP, an independent registered public accounting firm. Ernst & Young LLP's report on our internal control over financial reporting appears below.

Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth quarter of 2014 to which this report relates that have materially affected, or are reasonable likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of

Public Storage

We have audited Public Storage's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Public Storage's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and trustees of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Public Storage maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Public Storage as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2014 and our report dated February 24, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California

February 24, 2015

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ITEM 9B.Other Information

None.

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PART III

ITEM 10.Trustees, Executive Officers and Corporate Governance

The following is a biographical summary of the current executive officers of the Company:

Ronald L. Havner, Jr., age 57, has been Chairman and Chief Executive Officer of Public Storage since August 2011 and November 2002, respectively. Mr. Havner joined Public Storage in 1986 and has held a variety of senior management positions. Mr. Havner has been Chairman of the Board of Public Storage's affiliate, PS Business Parks, Inc. ("PSB") since March 1998. Mr. Havner also serves as a director of AvalonBay Communities, Inc. and California Resources Corp. Mr. Havner is past Chairman of the Board of Governors of the National Association of Real Estate Investment Trusts, Inc. ("NAREIT").

John Reyes, age 54, has served as Senior Vice President and Chief Financial Officer of Public Storage since 1996.

David F. Doll, age 56, became Senior Vice President and President, Real Estate Group, in February 2005, with responsibility for the real estate activities of Public Storage, including property acquisitions, developments, repackagings, and capital improvements.

Lily Y. Hughes, age 52, became Senior Vice President, Chief Legal Officer and Corporate Secretary in January 2015. Prior to joining Public Storage, Ms. Hughes was Vice President and Associate General Counsel-Corporate, M&A and Finance at Ingram Micro Inc., a Fortune 100 NYSE company with operations in 39 countries, which she joined in 1997. Before joining Ingram Micro, Ms. Hughes was a partner of Manatt, Phelps and Phillips.

Candace N. Krol, age 53, has served as Chief Human Resources Officer of Public Storage since February 2015 and has served as Senior Vice President of Human Resources since September 2005.

Shawn Weidmann, 51, Chief Operating Officer in August 2011. Prior to joining Public Storage, Mr. Weidmann was employed at Teleflora LLC, the world's leading floral wire service, where he served as President since 2006.

Other information required by this item is hereby incorporated by reference to the material appearing in the Notice and Proxy Statement for the 2015 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act.

ITEM 11.Executive Compensation

The information required by this item is hereby incorporated by reference to the material appearing in the Notice and Proxy Statement for the 2015 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters

The following table sets forth information as of December 31, 2014 on the Company's equity compensation plans:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders (a)	2,836,592 (b)	\$ 82.32	1,140,322
Equity compensation plans not approved by security holders (c)	-	-	-

a) The Company's stock option and stock incentive plans are described more fully in Note 10 to the December 31, 2014 financial statements. All plans were approved by the Company's shareholders.

b) Includes 751,048 restricted share units that, if and when vested, will be settled in common shares of the Company on a one for one basis.

c) There are no securities available for future issuance or currently outstanding under plans not approved by the Company's shareholders as of December 31, 2014.

Other information required by this item is hereby incorporated by reference to the material appearing in the Notice and Proxy Statement for the 2015 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act.

ITEM 13. Certain Relationships and Related Transactions and Trustee Independence

The information required by this item is hereby incorporated by reference to the material appearing in the Notice and Proxy Statement for the 2015 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act.

ITEM 14. Principal Accountant Fees and Services

The information required by this item is hereby incorporated by reference to the material appearing in the Notice and Proxy Statement for the 2015 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act of 1934.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

a. 1. Financial Statements

The financial statements listed in the accompanying Index to Financial Statements and Schedules hereof are filed as part of this report.

2. Financial Statement Schedules

The financial statements schedules listed in the accompanying Index to Financial Statements and Schedules are filed as part of this report.

3. Exhibits

See Index to Exhibits contained herein.

b. Exhibits:

See Index to Exhibits contained herein.

c. Financial Statement Schedules

Not applicable.

PUBLIC STORAGE

INDEX TO EXHIBITS (1)

(Items 15(a)(3) and 15(c))

- 3.1 Articles of Amendment and Restatement of Declaration of Trust of Public Storage, a Maryland real estate investment trust. Filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009 and incorporated by reference herein.
- 3.2 Bylaws of Public Storage, a Maryland real estate investment trust. Filed with the Registrant's Current Report on Form 8-K dated May 11, 2010 and incorporated by reference herein.
- 3.3 Articles Supplementary for Public Storage 6.875% Cumulative Preferred Shares, Series O. Filed with the Registrant's Current Report on Form 8-K dated April 8, 2010 and incorporated by reference herein.
- 3.4 Articles Supplementary for Public Storage 6.500% Cumulative Preferred Shares, Series P. Filed with the Registrant's Current Report on Form 8-K dated October 6, 2010 and incorporated by reference herein.
- 3.5 Articles Supplementary for Public Storage 6.5% Cumulative Preferred Shares, Series Q. Filed with the Registrant's Current Report on Form 8-K dated May 2, 2011 and incorporated by reference herein.
- 3.6 Articles Supplementary for Public Storage 6.35% Cumulative Preferred Shares, Series R. Filed with the Registrant's Current Report on Form 8-K dated July 20, 2011 and incorporated by reference herein.
- 3.7 Articles Supplementary for Public Storage 5.900% Cumulative Preferred Shares, Series S. Filed with the Registrant's Current Report on Form 8-K dated January 9, 2012 and incorporated by reference herein.
- 3.8 Articles Supplementary for Public Storage 5.750% Cumulative Preferred Shares, Series T. Filed with the Registrant's Current Report on Form 8-K dated March 7, 2012 and incorporated by reference herein.
- 3.9 Articles Supplementary for Public Storage 5.625% Cumulative Preferred Shares, Series U. Filed with the Registrant's Current Report on Form 8-K dated June 6, 2012 and incorporated by reference herein.
- 3.10 Articles Supplementary for Public Storage 5.375% Cumulative Preferred Shares, Series V. Filed with the Registrant's Current Report on Form 8-K dated September 11, 2012 and incorporated by reference herein.
- 3.11 Articles Supplementary for Public Storage 5.20% Cumulative Preferred Shares, Series W. Filed with the Registrant's Current Report on Form 8-K dated January 8, 2013 and incorporated by reference herein.
- 3.12 Articles Supplementary for Public Storage 5.20% Cumulative Preferred Shares, Series X. Filed with the Registrant's Current Report on Form 8-K dated March 5, 2013 and incorporated by reference herein.
- 3.13 Articles Supplementary for Public Storage 6.375% Cumulative Preferred Shares, Series Y. Filed with the Registrant's Current Report on Form 8-K dated March 11, 2014 and incorporated by reference herein.
- 3.14 Articles Supplementary for Public Storage 6.375% Cumulative Preferred Shares, Series Y. Filed with the Registrant's Current Report on Form 8-K dated April 9, 2014 and incorporated by reference herein.
- 3.15 Articles Supplementary for Public Storage 6.00% Cumulative Preferred Shares, Series Z. Filed with the Registrant's Current Report on Form 8-K dated May 29, 2014 and incorporated by reference herein.

- 3.16 Articles Supplementary for Public Storage 5.875% Cumulative Preferred Shares, Series A. Filed with the Registrant's Current Report on Form 8-K/A dated November 24, 2014 and incorporated by reference herein.
- 4.1 Master Deposit Agreement, dated as of May 31, 2007. Filed with the Registrant's Current Report on Form 8-K dated June 6, 2007 and incorporated by reference herein.
- 10.1 Amended Management Agreement between Registrant and Public Storage Commercial Properties Group, Inc. dated as of February 21, 1995. Filed with Public Storage Inc.'s ("PSI") Annual Report on Form 10-K for the year ended December 31, 1994 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.2 Second Amended and Restated Management Agreement by and among Registrant and the entities listed therein dated as of November 16, 1995. Filed with PS Partners, Ltd.'s Annual Report on Form 10-K for the year ended December 31, 1996 (SEC File No. 001-11186) and incorporated herein by reference.
- 10.3 Agreement of Limited Partnership of PS Business Parks, L.P. Filed with PS Business Parks, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.4 Amended and Restated Agreement of Limited Partnership of Storage Trust Properties, L.P. (March 12, 1999). Filed with PSI's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1999 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.5 Amended and Restated Credit Agreement by and among Registrant, Wells Fargo Securities, LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as joint lead arrangers, Wells Fargo Bank, National Association, as administrative agent, and the other financial institutions party thereto, dated as of March 21, 2012. Filed with PSI's Current Report on Form 8-K on March 27, 2012 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.5.1 Second Amendment to Amended and Restated Credit Agreement, dated as of July 17, 2013, by and among Public Storage, the Lenders party thereto and Wells Fargo Bank, National Association. Filed with the Registrant's Current Report on Form 8-K on July 18, 2013 and incorporated herein by reference.
- 10.6* Shurgard Storage Centers, Inc. 2004 Long Term Incentive Compensation Plan. Filed as Appendix A of Definitive Proxy Statement dated June 7, 2004 filed by Shurgard (SEC File No. 001-11455) and incorporated herein by reference.
- 10.7* Public Storage, Inc. 2001 Stock Option and Incentive Plan (the "2001 Plan"). Filed with PSI's Registration Statement on Form S-8 (SEC File No. 333-59218) and incorporated herein by reference.
- 10.8* Form of 2001 Plan Non-qualified Stock Option Agreement. Filed with PSI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.9* Form of 2001 Plan Restricted Share Unit Agreement. Filed with PSI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.10* Form of 2001 Plan Non-Qualified Outside Director Stock Option Agreement. Filed with PSI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004 (SEC File No. 001-0839) and

incorporated herein by reference.

10.11* Form of 2007 Plan Restricted Stock Unit Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 and incorporated herein by reference.

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- 10.12* Form of 2007 Plan Stock Option Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 and incorporated herein by reference.
- 10.13* Form of Indemnity Agreement. Filed with Registrant's Amendment No. 1 to Registration Statement on Form S-4 (SEC File No. 333-141448) and incorporated herein by reference.
- 10.15* Revised Form of Trustee Stock Option Agreement. Filed as Exhibit 10.31 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2010 and incorporated herein by reference.
- 10.16 Term Loan Agreement, by and among Public Storage, Wells Fargo Securities, LLC as Lead Arranger and Wells Fargo National Bank N.A. as Administrative Agent, dated as of December 2, 2013. Filed with Registrant's Current Report on Form 8-K dated December 2, 2013 and incorporated herein by reference.
- 10.17* Employment Agreement and General Release dated as of February 19, 2014 between Registrant and Steven M. Glick. Filed with the Registrant's Current Report on Form 8-K dated February 24, 2014 and incorporated herein by reference.
- 10.18* First Amendment to Employment Agreement and General Release dated December 22, 2014 between Registrant and Steven M. Glick. Filed herewith.
- 10.19* Public Storage 2007 Equity and Performance-Based Incentive Compensation Plan, as Amended. Filed with Registrant's Current Report on Form 8-K dated May 1, 2014 and incorporated herein by reference.
- 12 Statement Re: Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends. Filed herewith.
- 21 Listing of Subsidiaries. Filed herewith.
- 23 Consent of Ernst & Young LLP. Filed herewith.
- 31.1 Rule 13a – 14(a) Certification. Filed herewith.
- 31.2 Rule 13a – 14(a) Certification. Filed herewith.
- 32 Section 1350 Certifications. Filed herewith.
- 101 .INS XBRL Instance Document. Filed herewith.
- 101 XBRL Taxonomy Extension Schema. Filed herewith.
- .SCH
- 101 XBRL Taxonomy Extension Calculation Linkbase. Filed herewith.
- .CAL
- 101 XBRL Taxonomy Extension Definition Linkbase. Filed herewith.
- .DEF
- 101 XBRL Taxonomy Extension Label Linkbase. Filed herewith.
- .LAB
- 101 XBRL Taxonomy Extension Presentation Link. Filed herewith.
- .PRE

_ (1) SEC File No. 001-33519 unless otherwise indicated.

* Denotes management compensatory plan agreement or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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PUBLIC STORAGE

Date: February 24, 2015 By: /s/ Ronald L. Havner, Jr.
 Ronald L. Havner, Jr., Chairman,
 Chief Executive Officer and President

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Ronald L. Havner, Jr. Ronald L. Havner, Jr.	Chairman, Chief Executive Officer, President and Trustee (principal executive officer)	February 24, 2015
/s/ John Reyes John Reyes	Senior Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)	February 24, 2015
/s/ Tamara Hughes Gustavson Tamara Hughes Gustavson	Trustee	February 24, 2015
/s/ Uri P. Harkham Uri P. Harkham	Trustee	February 24, 2015
/s/ B. Wayne Hughes, Jr. B. Wayne Hughes, Jr.	Trustee	February 24, 2015
/s/ Avedick B. Poladian Avedick B. Poladian	Trustee	February 24, 2015
/s/ Gary E. Pruitt Gary E. Pruitt	Trustee	February 24, 2015
/s/ Ronald P. Spogli Ronald P. Spogli	Trustee	February 24, 2015

/s/ Daniel C. Staton Trustee
Daniel C. Staton

February 24,
2015

PUBLIC STORAGE

INDEX TO FINANCIAL STATEMENTS

AND SCHEDULES

(Item 15 (a))

	Page References
Report of Independent Registered Public Accounting Firm.....	F-1
Balance sheets as of December 31, 2014 and 2013.....	F-2
For the years ended December 31, 2014, 2013 and 2012:	
Statements of income.....	F-3
Statements of comprehensive income.....	F-4
Statements of equity	F-5 – F-6
Statements of cash flows.....	F-7 – F-8
Notes to financial statements.....	F-9 – F-33
Schedule:	
III – Real estate and accumulated depreciation.....	F-34 – F-109
All other schedules have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the financial statements or notes thereto.	

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Trustees and Shareholders of Public Storage

We have audited the accompanying consolidated balance sheets of Public Storage as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2014. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Public Storage at December 31, 2014 and 2013, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Public Storage's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated February 24, 2015 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Los Angeles, California

February 24, 2015

PUBLIC STORAGE

BALANCE SHEETS

(Amounts in thousands, except share data)

	December 31, 2014	December 31, 2013
ASSETS		
Cash and cash equivalents	\$ 187,712	\$ 19,169
Real estate facilities, at cost:		
Land	3,476,883	3,321,236
Buildings	9,386,352	8,965,020
	12,863,235	12,286,256
Accumulated depreciation	(4,482,520)	(4,098,814)
	8,380,715	8,187,442
Construction in process	104,573	52,336
	8,485,288	8,239,778
Investments in unconsolidated real estate entities	813,740	856,182
Goodwill and other intangible assets, net	228,632	246,854
Loan receivable from Shurgard Europe	-	428,139
Other assets	103,304	86,144
Total assets	\$ 9,818,676	\$ 9,876,266

LIABILITIES AND EQUITY

Borrowings on bank credit facility	\$ -	\$ 50,100
Term loan	-	700,000
Notes payable	64,364	88,953
Accrued and other liabilities	247,141	218,358
Total liabilities	311,505	1,057,411

Commitments and contingencies (Note 13)

Equity:

Public Storage shareholders' equity:

Preferred Shares, \$0.01 par value, 100,000,000 shares authorized,
173,000 shares issued (in series) and outstanding, (142,500 at
December 31, 2013), at liquidation preference

4,325,000 3,562,500

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Common Shares, \$0.10 par value, 650,000,000 shares authorized, 172,445,554 shares issued and outstanding (171,776,291 shares at December 31, 2013)	17,245	17,178
Paid-in capital	5,561,530	5,531,034
Accumulated deficit	(374,823)	(318,482)
Accumulated other comprehensive loss	(48,156)	(500)
Total Public Storage shareholders' equity	9,480,796	8,791,730
Noncontrolling interests	26,375	27,125
Total equity	9,507,171	8,818,855
Total liabilities and equity	\$ 9,818,676	\$ 9,876,266

See accompanying notes.

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PUBLIC STORAGE

STATEMENTS OF INCOME

(Amounts in thousands, except per share amounts)

	For the Years Ended December 31,		
	2014	2013	2012
Revenues:			
Self-storage facilities	\$ 2,049,882	\$ 1,849,883	\$ 1,718,865
Ancillary operations	145,522	131,863	123,639
	2,195,404	1,981,746	1,842,504
Expenses:			
Self-storage cost of operations	566,898	524,086	517,641
Ancillary cost of operations	51,822	41,075	38,263
Depreciation and amortization	437,114	387,402	357,781
General and administrative	71,459	66,679	56,837
	1,127,293	1,019,242	970,522
Operating income	1,068,111	962,504	871,982
Interest and other income	4,926	22,577	22,074
Interest expense	(6,781)	(6,444)	(19,813)
Equity in earnings of unconsolidated real estate entities	88,267	57,579	45,586
Foreign currency exchange (loss) gain	(7,047)	17,082	8,876
Gain on real estate sales	2,479	4,233	1,456
Income from continuing operations	1,149,955	1,057,531	930,161
Discontinued operations	-	-	12,874
Net income	1,149,955	1,057,531	943,035
Allocation to noncontrolling interests	(5,751)	(5,078)	(3,777)
Net income allocable to Public Storage shareholders	1,144,204	1,052,453	939,258
Allocation of net income to:			
Preferred shareholders	(232,636)	(204,312)	(205,241)
Preferred shareholders - redemptions	-	-	(61,696)
Restricted share units	(3,392)	(3,410)	(2,627)
Net income allocable to common shareholders	\$ 908,176	\$ 844,731	\$ 669,694
Net income per common share – basic			
Continuing operations	\$ 5.27	\$ 4.92	\$ 3.85

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Discontinued operations	-	-	0.08
	\$ 5.27	\$ 4.92	\$ 3.93
Net income per common share – diluted			
Continuing operations	\$ 5.25	\$ 4.89	\$ 3.83
Discontinued operations	-	-	0.07
	\$ 5.25	\$ 4.89	\$ 3.90
Basic weighted average common shares outstanding	172,251	171,640	170,562
Diluted weighted average common shares outstanding	173,138	172,688	171,664

See accompanying notes.

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PUBLIC STORAGE

STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in thousands)

	For the Years Ended December 31,		
	2014	2013	2012
Net income	\$ 1,149,955	\$ 1,057,531	\$ 943,035
Other comprehensive income (loss):			
Aggregate foreign currency exchange (loss) gain	(54,703)	17,587	30,885
Adjust for foreign currency exchange loss (gain) included in net income	7,047	(17,082)	(8,876)
Other comprehensive (loss) income	(47,656)	505	22,009
Total comprehensive income	1,102,299	1,058,036	965,044
Allocation to noncontrolling interests	(5,751)	(5,078)	(3,777)
Comprehensive income allocable to Public Storage shareholders	\$ 1,096,548	\$ 1,052,958	\$ 961,267

See accompanying notes.

PUBLIC STORAGE

STATEMENTS OF EQUITY

(Amounts in thousands, except share and per share amounts)

Cumulative Preferred Shares	Common Shares	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Public Storage Shareholders' Equity	Noncontrolling Interests	Total Equity	
Balances at December 31, 2011	\$ 3,111,271	\$ 17,024	\$ 5,442,506	\$ (259,578)	\$ (23,014)	\$ 8,288,209	\$ 22,718	\$ 8,310,927
Redemption of 79,150,833 preferred shares (Note 8)	(1,978,771)	-	-	-	-	(1,978,771)	-	(1,978,771)
Issuance of 68,200 preferred shares (Note 8)	1,705,000	-	(53,544)	-	-	1,651,456	-	1,651,456
Issuance of common shares (1,149,481 shares) (Note 10)	-	115	124,332	-	-	124,447	-	124,447
Share-based compensation expense, net of cash paid in lieu of common shares (Note 10)	-	-	15,606	-	-	15,606	-	15,606
Acquisition of redeemable noncontrolling interests	-	-	(7,954)	-	-	(7,954)	-	(7,954)
Increase (decrease) in permanent noncontrolling interests in connection								

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with:								
Consolidation								
of								
partially-owned								
entities								
(Note 4)	-	-	-	-	-	-	8,224	8,224
Acquisition of								
interests in								
Subsidiaries (Note								
7)	-	-	(1,350)	-	-	(1,350)	(75)	(1,425)
Net income	-	-	-	943,035	-	943,035	-	943,035
Net income								
allocated to:								
Redeemable								
noncontrolling								
interests	-	-	-	(236)	-	(236)	-	(236)
Permanent								
noncontrolling								
interests	-	-	-	(3,541)	-	(3,541)	3,541	-
Distributions to								
equity holders:								
Preferred shares								
(Note 8)	-	-	-	(205,241)	-	(205,241)	-	(205,241)
Noncontrolling								
interests	-	-	-	-	-	-	(5,300)	(5,300)
Common shares								
and restricted								
share units								
(\$4.40 per								
share)	-	-	-	(753,913)	-	(753,913)	-	(753,913)
Other								
comprehensive								
income (Note 2)	-	-	-	-	22,009	22,009	-	22,009
Balances at								
December 31,								
2012	2,837,500	17,139	5,519,596	(279,474)	(1,005)	8,093,756	29,108	8,122,864
Issuance of								
29,000 preferred								
shares (Note 8)	725,000	-	(23,313)	-	-	701,687	-	701,687
Issuance of								
common shares in								
connection with								
share-based								
compensation								
(388,005 shares)								
(Note 10)	-	39	21,072	-	-	21,111	-	21,111
Share-based								
compensation								
expense, net of								
cash	-	-	19,320	-	-	19,320	-	19,320

paid in lieu of
common shares
(Note 10)

Acquisition of
noncontrolling
interests

-	-	(5,641)	-	-	(5,641)	(607)	(6,248)
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See accompanying notes.

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PUBLIC STORAGE

STATEMENTS OF EQUITY

(Amounts in thousands, except share and per share amounts)

Cumulative Preferred Shares	Common Shares	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Public Storage Shareholders' Equity	Noncontrolling Interests	Total Equity	
Net income	-	-	-	1,057,531	-	1,057,531	-	1,057,531
Net income allocated to noncontrolling interests	-	-	-	(5,078)	-	(5,078)	5,078	-
Distributions to equity holders: Preferred shares (Note 8)	-	-	-	(204,312)	-	(204,312)	-	(204,312)
Noncontrolling interests	-	-	-	-	-	-	(6,454)	(6,454)
Common shares and restricted share units (\$5.15 per share)	-	-	-	(887,149)	-	(887,149)	-	(887,149)
Other comprehensive income (Note 2)	-	-	-	-	505	505	-	505
Balances at December 31, 2013	\$ 3,562,500	\$ 17,178	\$ 5,531,034	\$ (318,482)	\$ (500)	\$ 8,791,730	\$ 27,125	\$ 8,818,855
Issuance of 30,500 preferred shares (Note 8)	762,500	-	(23,546)	-	-	738,954	-	738,954
Issuance of common shares in connection with share-based compensation (669,263 shares) (Note 10)	-	67	37,805	-	-	37,872	-	37,872

Share-based compensation expense, net of cash paid in lieu of common shares (Note 10)	-	-	16,926	-	-	16,926	-	16,926
Acquisition of noncontrolling interests	-	-	(689)	-	-	(689)	(32)	(721)
Net income	-	-	-	1,149,955	-	1,149,955	-	1,149,955
Net income allocated to noncontrolling interests	-	-	-	(5,751)	-	(5,751)	5,751	-
Distributions to equity holders: Preferred shares (Note 8)	-	-	-	(232,636)	-	(232,636)	-	(232,636)
Noncontrolling interests	-	-	-	-	-	-	(6,469)	(6,469)
Common shares and restricted share units (\$5.60 per share)	-	-	-	(967,909)	-	(967,909)	-	(967,909)
Other comprehensive loss (Note 2)	-	-	-	-	(47,656)	(47,656)	-	(47,656)
Balances at December 31, 2014	\$ 4,325,000	\$ 17,245	\$ 5,561,530	\$ (374,823)	\$ (48,156)	\$ 9,480,796	\$ 26,375	\$ 9,507,171

See accompanying notes.

PUBLIC STORAGE

STATEMENTS OF CASH FLOWS

(Amounts in thousands)

	For the Years Ended December 31,		
	2014	2013	2012
Cash flows from operating activities:			
Net income	\$ 1,149,955	\$ 1,057,531	\$ 943,035
Adjustments to reconcile net income to net cash provided by operating activities:			
Gain on real estate sales, including amounts in discontinued operations	(2,479)	(4,233)	(13,591)
Depreciation and amortization, including amounts in discontinued operations	437,114	387,402	358,103
Distributions received from unconsolidated real estate entities less than equity in earnings	(4,809)	(11,709)	(904)
Foreign currency exchange loss (gain)	7,047	(17,082)	(8,876)
Other	19,930	18,430	7,892
Total adjustments	456,803	372,808	342,624
Net cash provided by operating activities	1,606,758	1,430,339	1,285,659
Cash flows from investing activities:			
Capital expenditures to maintain real estate facilities	(79,784)	(71,270)	(67,737)
Construction in process	(150,399)	(101,376)	(10,688)
Acquisition of real estate facilities and intangibles	(410,210)	(1,150,943)	(225,515)
Investment in unconsolidated real estate entities	-	(105,040)	-
Proceeds from sale of real estate investments	2,581	257	20,021
Disposition of portion of loan receivable from Shurgard Europe	216,217	-	-
Repayments of loan receivable from Shurgard Europe	204,947	-	-
Other	3,652	15,979	(6,546)
Net cash used in investing activities	(212,996)	(1,412,393)	(290,465)
Cash flows from financing activities:			
Repayments on bank credit facility	(50,100)	(82,900)	133,000
Repayments on term loan	(700,000)	700,000	-
Repayments on notes payable	(44,406)	(251,895)	(61,013)
Issuance of common shares	37,872	21,111	124,447
Issuance of preferred shares	738,954	701,687	1,651,456
Redemption of preferred shares	-	-	(1,978,771)
Acquisition of noncontrolling interests	(721)	(6,248)	(21,325)
Distributions paid to Public Storage shareholders	(1,200,545)	(1,091,461)	(959,154)

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Distributions paid to noncontrolling interests	(6,469)	(6,454)	(5,945)
Net cash used in financing activities	(1,225,415)	(16,160)	(1,117,305)
Net increase (decrease) in cash and cash equivalents	168,347	1,786	(122,111)
Net effect of foreign exchange translation on cash and cash equivalents	196	144	342
Cash and cash equivalents at the beginning of the period	19,169	17,239	139,008
Cash and cash equivalents at the end of the period	\$ 187,712	\$ 19,169	\$ 17,239

See accompanying notes.

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PUBLIC STORAGE

STATEMENTS OF CASH FLOWS

(Amounts in thousands)

	For the Years Ended December 31,		
	2014	2013	2012
Supplemental schedule of non-cash investing and financing activities:			
Foreign currency translation adjustment:			
Real estate facilities, net of accumulated depreciation	\$ 673	\$ (254)	\$ (646)
Investments in unconsolidated real estate entities	47,251	(45)	(21,600)
Intangible assets	-	-	5
Loan receivable from Shurgard Europe	6,975	(17,144)	(8,302)
Accumulated other comprehensive (loss) income	(54,703)	17,587	30,885
Real estate acquired in exchange for assumption of notes payable	(20,460)	(6,071)	-
Notes payable assumed in connection with acquisition of real estate	20,460	6,071	-
Consolidation of entities previously accounted for under the equity method of accounting:			
Real estate facilities	-	-	(10,403)
Investments in unconsolidated real estate entities	-	-	3,072
Intangible assets	-	-	(949)
Noncontrolling interests	-	-	8,224

See accompanying notes.

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NOTES TO FINANCIAL STATEMENTS

December 31, 2014

1. Description of the Business

Public Storage (referred to herein as “the Company”, “we”, “us”, or “our”), a Maryland real estate investment trust, was organized in 1980. Our principal business activities include the acquisition, development, ownership and operation of self-storage facilities which offer storage spaces for lease, generally on a month-to-month basis, for personal and business use.

At December 31, 2014, we have direct and indirect equity interests in 2,250 self-storage facilities (with approximately 146 million net rentable square feet) located in 38 states in the United States (“U.S.”) operating under the “Public Storage” name. We also own one self-storage facility in London, England and we have a 49% interest in Shurgard Europe, which owns 192 self-storage facilities (with approximately 10 million net rentable square feet) located in seven Western European countries, all operating under the “Shurgard” name. We also have direct and indirect equity interests in approximately 30 million net rentable square feet of commercial space located in 11 states in the U.S. primarily owned and operated by PS Business Parks, Inc. (“PSB”) under the “PS Business Parks” name. At December 31, 2014, we have an approximate 42% common equity interest in PSB.

Disclosures of the number and square footage of properties, as well as the number and coverage of tenant reinsurance policies are unaudited and outside the scope of our independent registered public accounting firm’s review of our financial statements in accordance with the standards of the Public Company Accounting Oversight Board (U.S.).

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements are presented on an accrual basis in accordance with U.S. generally accepted accounting principles (“GAAP”) as defined in the Financial Accounting Standards Board Accounting Standards Codification (the “Codification”).

Consolidation and Equity Method of Accounting

We consider entities to be Variable Interest Entities (“VIEs”) when they have insufficient equity to finance their activities without additional subordinated financial support provided by other parties, or where the equity holders as a group do not have a controlling financial interest. We have no investments or other involvement in any VIEs.

We consolidate all entities that we control (these entities, for the period in which the reference applies, are referred to collectively as the “Subsidiaries”), and we eliminate intercompany transactions and balances. We account for our investments in entities that we have significant influence over, but do not control, using the equity method of accounting (these entities, for the periods in which the reference applies, are referred to collectively as the “Unconsolidated Real Estate Entities”), eliminating intra-entity profits and losses and amortizing any differences between the cost of our investment and the underlying equity in net assets against equity in earnings as if the Unconsolidated Real Estate Entity were a consolidated subsidiary. When we obtain control of an Unconsolidated Real Estate Entity, we commence consolidating the entity and record a gain representing the differential between the book value and fair value of our preexisting equity interest. All changes in consolidation status are reflected

prospectively.

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NOTES TO FINANCIAL STATEMENTS

December 31, 2014

When we are general partner, we control the partnership unless the third-party limited partners can dissolve the partnership or otherwise remove us as general partner without cause, or if the limited partners have the right to participate in substantive decisions of the partnership.

Collectively, at December 31, 2014, the Company and the Subsidiaries own 2,237 self-storage facilities in the U.S., one self-storage facility in London, England and five commercial facilities in the U.S. At December 31, 2014, the Unconsolidated Real Estate Entities are comprised of PSB, Shurgard Europe, as well as limited partnerships that own an aggregate of 13 self-storage facilities in the U.S. (these limited partnerships, for the periods in which the reference applies, are referred to as the "Other Investments").

Use of Estimates

The financial statements and accompanying notes reflect our estimates and assumptions. Actual results could differ from those estimates and assumptions.

Income Taxes

We have elected to be treated as a real estate investment trust ("REIT"), as defined in the Internal Revenue Code. As a REIT, we do not incur federal income tax if we distribute 100% of our REIT taxable income (generally, net rents and gains from real property, dividends, and interest) each year, and if we meet certain organizational and operational rules. We believe we will meet these REIT requirements in 2014, and that we have met them for all other periods presented herein. Accordingly, we have recorded no federal income tax expense related to our REIT taxable income.

Our merchandise and tenant reinsurance operations are subject to corporate income tax and such taxes are included in ancillary cost of operations. We also incur income and other taxes in certain states, which are included in general and administrative expense.

We recognize tax benefits of uncertain income tax positions that are subject to audit only if we believe it is more likely than not that the position would ultimately be sustained assuming the relevant taxing authorities had full knowledge of the relevant facts and circumstances of our positions. As of December 31, 2014, we had no tax benefits that were not recognized.

Real Estate Facilities

Real estate facilities are recorded at cost. We capitalize all costs incurred to develop, construct, renovate and improve properties, including interest and property taxes incurred during the construction period. We expense internal and external transaction costs associated with acquisitions or dispositions of real estate, as well as repairs and maintenance costs, as incurred. We depreciate buildings and improvements on a straight-line basis over estimated useful lives ranging generally between 5 to 25 years.

We allocate the net acquisition cost of acquired operating self-storage facilities to the underlying land, buildings, identified intangible assets, and remaining noncontrolling interests based upon their respective individual estimated fair values. Any difference between the net acquisition cost and the estimated fair value of the net tangible and

intangible assets acquired is recorded as goodwill.

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December 31, 2014

Other Assets

Other assets primarily consist of prepaid expenses, accounts receivable and restricted cash.

Accrued and Other Liabilities

Accrued and other liabilities consist primarily of trade payables, property tax accruals, tenant prepayments of rents, accrued interest payable, accrued payroll, accrued tenant reinsurance losses, casualty losses, and contingent loss accruals which are accrued when probable and estimable. We disclose the nature of significant unaccrued losses that are reasonably possible of occurring and, if estimable, a range of exposure.

Cash Equivalents, Marketable Securities and Other Financial Instruments

Cash equivalents represent highly liquid financial instruments such as money market funds with daily liquidity or short-term commercial paper or treasury securities maturing within three months of acquisition. Cash and cash equivalents which are restricted from general corporate use are included in other assets. Commercial paper not maturing within three months of acquisition, which we intend and have the capacity to hold until maturity, are included in marketable securities and accounted for using the effective interest method.

Transfers of financial assets are recorded as sales when the asset is put presumptively beyond our and our creditors' reach, there is no impediment to the transferee's right to pledge or exchange the asset, we have surrendered effective control of the asset, we have no actual or effective right or requirement to repurchase the asset and, in the case of a transfer of a participating interest, there is no impediment to our right to pledge or exchange the participating interest we retain.

Fair Value Accounting

As used herein, the term "fair value" is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. We prioritize the inputs used in measuring fair value based upon a three-tier hierarchy described in Codification Section 820-10-35.

We believe that, during all periods presented, the carrying values approximate the fair values of our cash and cash equivalents, marketable securities, other assets, and accrued and other liabilities, based upon our evaluation of the underlying characteristics, market data, and short maturity of these financial instruments, which involved considerable judgment. The estimated fair values are not necessarily indicative of the amounts that could be realized in current market exchanges. The characteristics of these financial instruments, market data, and other comparative metrics utilized in determining these fair values are "Level 2" inputs as the term is defined in Codification Section 820-10-35-47.

We use significant judgment to estimate fair values in recording our business combinations, to evaluate real estate, investments in unconsolidated real estate entities, goodwill, and other intangible assets for impairment, and to determine the fair values of notes payable and receivable. In estimating fair values, we consider significant unobservable inputs such as market prices of land, market capitalization rates and earnings multiples for real estate

facilities, projected levels of earnings, costs of construction, functional depreciation, and market interest rates for debt securities with a similar time to maturity and credit quality, which are “Level 3” inputs as the term is defined in Codification Section 820-10-35-52.

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Currency and Credit Risk

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents, accounts receivable, loans receivable, and restricted cash. Cash equivalents and marketable securities we invest in are either money market funds with a rating of at least AAA by Standard and Poor's, commercial paper that is rated A1 by Standard and Poor's or deposits with highly rated commercial banks.

At December 31, 2014, due primarily to our investment in Shurgard Europe, our operating results and financial position are affected by fluctuations in currency exchange rates between the Euro, and to a lesser extent, other European currencies, against the U.S. Dollar.

Goodwill and Other Intangible Assets

Intangible assets are comprised of goodwill, the "Shurgard" trade name, acquired customers in place, and leasehold interests in land.

Goodwill totaled \$174.6 million at December 31, 2014 and 2013. The "Shurgard" trade name, which is used by Shurgard Europe pursuant to a fee-based licensing agreement, has a book value of \$18.8 million at December 31, 2014 and 2013. Goodwill and the "Shurgard" trade name have indefinite lives and are not amortized.

Acquired customers in place and leasehold interests in land are finite-lived and are amortized relative to the benefit of the customers in place or the benefit to land lease expense to each period. At December 31, 2014, these intangibles had a net book value of \$35.2 million (\$53.4 million at December 31, 2013). Accumulated amortization totaled \$69.3 million at December 31, 2014 (\$35.1 million at December 31, 2013), and amortization expense of \$48.4 million, \$24.1 million and \$10.5 million was recorded in 2014, 2013 and 2012, respectively. The estimated future amortization expense for our finite-lived intangible assets at December 31, 2014 is \$22.3 million in 2015, \$5.6 million in 2016 and \$7.3 million thereafter. During 2014, 2013 and 2012, intangibles were increased \$30.2 million, \$61.5 million and \$9.1 million, respectively, in connection with the acquisition of self-storage facilities and leasehold interests (Note 3), and in 2012, \$0.9 million, in connection with the consolidation of facilities previously accounted for under the equity method (Note 4).

Evaluation of Asset Impairment

We evaluate our real estate, finite-lived intangible assets, investments in unconsolidated real estate entities, and loans receivable for impairment on a quarterly basis. We evaluate indefinite-lived assets (including goodwill) for impairment on an annual basis, or more often if there are indicators of impairment.

In evaluating our real estate assets and finite-lived intangible assets for impairment, if there are indicators of impairment, and we determine that the asset is not recoverable from future undiscounted cash flows, an impairment charge is recorded for any excess of the carrying amount over the asset's estimated fair value. For long-lived assets that we expect to dispose of prior to the end of their estimated useful lives, we record an impairment charge for any excess of the carrying value of the asset over the expected net proceeds from disposal.

Prior to January 1, 2013, we evaluated the “Shurgard” trade name for impairment through a quantitative analysis, and we would record impairment charges to the extent quantitatively estimated fair value was less than the carrying amount. Beginning January 1, 2013, if we determine, based upon the relevant events and circumstances and other such qualitative factors, that it is more likely than not that the “Shurgard” trade

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NOTES TO FINANCIAL STATEMENTS

December 31, 2014

name is unimpaired, we do not record an impairment charge and no further analysis is performed. Otherwise, we record an impairment charge for any excess of carrying amount over quantitatively assessed fair value.

In evaluating goodwill for impairment, we first evaluate, based upon the relevant events and circumstances and other such qualitative factors, whether the fair value of the reporting unit that the goodwill pertains to is greater than its aggregate carrying amount. If based upon this evaluation it is more likely than not that the fair value of the reporting unit is in excess of its aggregate carrying amount, no impairment charge is recorded and no further analysis is performed. Otherwise, we estimate the goodwill's implied fair value based upon what would be allocated to goodwill if the reporting unit were acquired at estimated fair value in a transaction accounted for as a business combination, and record an impairment charge for any excess of book value over the goodwill's implied fair value.

For our investments in unconsolidated real estate entities, if we determine that a decline in the estimated fair value of the investments below carrying amount is other than temporary, we record an impairment charge for any excess of carrying amount over the estimated fair value.

For our loan receivable, if we determine that it is probable we will be unable to collect all amounts due based on the terms of the loan agreement, we record an impairment charge for any excess of book value over the present value of expected future cash flows.

No impairments were recorded in any of our evaluations for any period presented herein.

Revenue and Expense Recognition

Rental income, which is generally earned pursuant to month-to-month leases for storage space, as well as late charges and administrative fees, are recognized as earned. Promotional discounts reduce rental income over the promotional period. Ancillary revenues and interest and other income are recognized when earned. Equity in earnings of unconsolidated real estate entities represents our pro-rata share of the earnings of the Unconsolidated Real Estate Entities.

We accrue for property tax expense based upon actual amounts billed and, in some circumstances, estimates and historical trends when bills or assessments have not been received from the taxing authorities or such bills and assessments are in dispute. If these estimates are incorrect, the timing and amount of expense recognition could be incorrect. Cost of operations, general and administrative expense, interest expense, as well as television and other advertising expenditures are expensed as incurred.

Foreign Currency Exchange Translation

The local currency (primarily the Euro) is the functional currency for our interests in foreign operations. The related balance sheet amounts are translated into U.S. Dollars at the exchange rates at the respective financial statement date, while amounts on our statements of income are translated at the average exchange rates during the respective period. The Euro was translated at exchange rates of approximately 1.216 U.S. Dollars per Euro at December 31, 2014 (1.377 at December 31, 2013), and average exchange rates of 1.329, 1.328 and 1.285 for the years ended December 31, 2014, 2013 and 2012, respectively. Cumulative translation adjustments, to the extent not included in

cumulative net income, are included in equity as a component of accumulated other comprehensive income (loss).

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NOTES TO FINANCIAL STATEMENTS

December 31, 2014

Comprehensive Income

Total comprehensive income represents net income, adjusted for changes in other comprehensive income (loss) for the applicable period. The aggregate foreign currency exchange gains and losses reflected on our statements of comprehensive income are comprised primarily of foreign currency exchange gains and losses on our investment in, and loan receivable from, Shurgard Europe.

Discontinued Operations

Effective January 1, 2014, we present as discontinued operations only those facility disposals that represent a strategic shift and have a major impact upon operations. Previously, all facility disposals were presented as discontinued operations. Discontinued operations totaling \$12.9 million in 2012 primarily represents a gain on disposal of self-storage facilities. No other discontinued operations are presented for any other periods.

Net Income per Common Share

Net income is allocated to (i) noncontrolling interests based upon their share of the net income of the Subsidiaries, (ii) preferred shareholders, to the extent redemption cost exceeds the related original net issuance proceeds (an "EITF D-42 allocation"), and (iii) the remaining net income allocated to each of our equity securities based upon the dividends declared or accumulated during the period, combined with participation rights in undistributed earnings.

Basic net income per share, basic net income from discontinued operations per share, and basic net income from continuing operations per share are computed using the weighted average common shares outstanding. Diluted net income per share, diluted net income from discontinued operations per share, and diluted net income from continuing operations per share are computed using the weighted average common shares outstanding, adjusted for the impact, if dilutive, of stock options outstanding (Note 10).

The following table reflects net income allocable to common shareholders and the weighted average common shares and equivalents outstanding, as used in our calculations of basic and diluted net income per share, basic and diluted net income from discontinued operations per share, and basic and diluted net income from continuing operations per share:

For the Years Ended December 31,
2014 2013 2012
(Amounts in thousands)

Net income allocable to common shareholders from
continuing operations and discontinued operations:

Net income allocable to common shareholders	\$ 908,176	\$ 844,731	\$ 669,694
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Eliminate: Discontinued operations			
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allocable to common shareholders	-	-	(12,874)
Net income from continuing operations			
allocable to common shareholders	\$ 908,176	\$ 844,731	\$ 656,820
Weighted average common shares and equivalents outstanding:			
Basic weighted average common shares outstanding	172,251	171,640	170,562
Net effect of dilutive stock options -			
based on treasury stock method	887	1,048	1,102
Diluted weighted average common shares outstanding	173,138	172,688	171,664

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NOTES TO FINANCIAL STATEMENTS

December 31, 2014

3.Real Estate Facilities

Activity in real estate facilities during 2014, 2013 and 2012 is as follows:

	2014	2013	2012
	(Amounts in thousands)		
Operating facilities, at cost:			
Beginning balance	\$ 12,286,256	\$ 11,033,819	\$ 10,773,277
Capital expenditures to maintain real estate facilities	79,784	71,270	67,737
Acquisitions	400,514	1,095,477	198,316
Dispositions	(112)	(89)	(13,792)
Newly developed facilities opened for operation	98,162	85,283	7,244
Impact of foreign exchange rate changes	(1,369)	496	1,037
Ending balance	12,863,235	12,286,256	11,033,819
Accumulated depreciation:			
Beginning balance	(4,098,814)	(3,738,130)	(3,398,379)
Depreciation expense	(384,412)	(360,442)	(345,459)
Dispositions	10	-	6,099
Impact of foreign exchange rate changes	696	(242)	(391)
Ending balance	(4,482,520)	(4,098,814)	(3,738,130)
Construction in process:			
Beginning balance	52,336	36,243	4,299
Current development	150,399	101,376	10,688
Acquisitions	-	-	28,500
Newly developed facilities opened for operation	(98,162)	(85,283)	(7,244)
Ending balance	104,573	52,336	36,243
Total real estate facilities at December 31,	\$ 8,485,288	\$ 8,239,778	\$ 7,331,932

During 2014, we acquired 44 self-storage facilities (3,442,000 net rentable square feet), for a total cost of \$430.7 million, consisting of \$410.2 million in cash and the assumption of \$20.5 million in mortgage debt. Approximately \$30.2 million of the total cost was allocated to intangible assets. We completed expansion and development activities during 2014, adding 1,145,000 net rentable square feet of self-storage space, at an aggregate cost of \$98.2 million. Construction in process at December 31, 2014 consists of projects to develop new self-storage facilities and expand existing self-storage facilities, which would add a total of 3.5 million net rentable square feet of storage space, for an aggregate estimated cost of approximately \$411.0 million. We received approximately \$2.6 million in

disposition proceeds during 2014.

During 2013, we acquired 121 operating self-storage facilities from third parties (8,036,000 net rentable square feet of storage space) for \$1.151 billion in cash and assumed mortgage debt with a fair value of \$6 million. We allocated approximately \$1.095 billion to real estate facilities and \$62 million to intangible assets. We completed expansion and development activities during 2013, adding 614,000 net rentable square feet of self-storage space, at an aggregate cost of \$85.3 million. We disposed of real estate for an aggregate of \$0.2 million in cash, recording a gain of approximately \$0.1 million in connection with partial condemnations.

During 2012, we acquired 24 operating self-storage facilities from third parties (1,908,000 net rentable square feet of storage space) and unfinished space which was subsequently developed into self-storage space for

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NOTES TO FINANCIAL STATEMENTS

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an aggregate of \$225.5 million in cash, with \$187.9 million allocated to real estate facilities, \$9.1 million allocated to intangible assets and \$28.5 million allocated to construction in process. During 2012, we began to consolidate a limited partnership owning three self-storage facilities (183,000 net rentable square feet) that we gained control of, and recorded a gain of \$1.3 million representing the differences between the aggregate fair values of our existing investments and their book values. The fair values of our existing investments in 2012 was allocated to real estate facilities (\$10.4 million), intangible assets (\$0.9 million), and noncontrolling interests (\$8.2 million). We also completed various expansion activities to our existing facilities for an aggregate cost of approximately \$7.2 million.

During 2012, we also disposed of four operating self-storage facilities and portions of other facilities in connection with eminent domain proceedings. We received aggregate proceeds totaling \$20.0 million and recorded gains totaling of \$12.3 million, of which \$12.1 million was included in discontinued operations and \$0.2 million was included in gain on real estate sales in our statement of income for the year ended December 31, 2012.

At December 31, 2014, the adjusted basis of real estate facilities for federal tax purposes was approximately \$8.9 billion (unaudited).

4. Investments in Unconsolidated Real Estate Entities

The following table sets forth our investments in, and equity earnings of, the Unconsolidated Real Estate Entities (amounts in thousands):

	Investments in Unconsolidated Real Estate Entities at December 31,		Equity in Earnings of Unconsolidated Real Estate Entities for the Year Ended December 31,		
	2014	2013	2014	2013	2012
PSB	\$ 412,115	\$ 424,538	\$ 56,280	\$ 23,199	\$ 10,638
Shurgard Europe	394,842	424,095	29,900	32,694	33,223
Other Investments (A)	6,783	7,549	2,087	1,686	1,725
Total	\$ 813,740	\$ 856,182	\$ 88,267	\$ 57,579	\$ 45,586

(A) At December 31, 2014, the “Other Investments” include an average common equity ownership of approximately 26% in various limited partnerships that collectively own 13 self-storage facilities (14 at December 31, 2013). During 2014, 2013 and 2012, we received cash distributions from our investments in the Unconsolidated Real Estate Entities totaling \$83.5 million, \$45.9 million and \$44.7 million, respectively. At December 31, 2014, the cost of our investment in the Unconsolidated Real Estate Entities exceeds our pro rata share of the underlying equity by approximately \$68 million (\$79 million at December 31, 2013). This differential is being amortized as a reduction in equity in earnings of the Unconsolidated Real Estate Entities based upon allocations to the underlying net assets. Such amortization was approximately \$4.4 million during 2014 (none in 2013 or 2012), of which \$2.5 million related to PSB’s disposition of assets.

Investment in PSB

PSB is a REIT traded on the New York Stock Exchange. We have an approximate 42% common equity interest in PSB as of December 31, 2014 and 2013, comprised of our ownership of 7,158,354 shares of PSB's common stock and 7,305,355 limited partnership units ("LP Units") in an operating partnership controlled by PSB. The LP Units are convertible at our option, subject to certain conditions, on a one-for-one

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basis into PSB common stock. Based upon the closing price at December 31, 2014 (\$79.54 per share of PSB common stock), the shares and units we owned had a market value of approximately \$1.2 billion.

During 2014, PSB recognized gains on the sale of real estate totaling \$92.4 million. Our equity share of such gains totaled \$36.5 million, which is included in our equity in earnings of unconsolidated real estate entities on our income statement for 2014. During 2013, we purchased 406,748 shares of PSB common stock in open-market transactions at an average cost of \$73.15 per share. Subsequently, on November 7, 2013, PSB completed a public offering of 1,495,000 shares of its common stock for \$79.25 per share. Concurrent with the public offering, we purchased an additional 950,000 shares of PSB common stock from PSB at the same price per share as the public offering for a total cost of \$75.3 million. In connection with PSB's common share issuance, we recognized a gain on sale of real estate totaling \$4.1 million as if we had sold a proportionate share of our investment in PSB.

The following table sets forth selected financial information of PSB. The amounts represent all of PSB's balances and not our pro-rata share.

	2014	2013	2012
	(Amounts in thousands)		
For the year ended December 31,			
Total revenue	\$ 376,915	\$ 359,885	\$ 347,197
Costs of operations	(127,371)	(114,831)	(114,108)
Depreciation and amortization	(110,357)	(108,917)	(109,398)
General and administrative	(13,639)	(5,312)	(8,919)
Other items	(13,221)	(14,681)	(19,400)
Gain on sale of facilities	92,373	-	-
Net income	204,700	116,144	95,372
Allocations to preferred shareholders and restricted share unitholders	(60,817)	(59,341)	(69,597)
Net income allocated to common shareholders and LP Unitholders	\$ 143,883	\$ 56,803	\$ 25,775

2014 2013

(Amounts in thousands)

As of December 31,

Total assets (primarily real estate)	\$ 2,227,114	\$ 2,238,559
Debt	250,000	250,000
Other liabilities	68,905	73,919
Equity:		
Preferred stock	995,000	995,000
Common equity and units	913,209	919,640

Investment in Shurgard Europe

For all periods presented, we had a 49% equity investment in Shurgard Europe and our joint venture partner owns the remaining 51% interest. In addition, Shurgard Europe pays a license fee to us for the use of the “Shurgard” trademark, and through July 2014, paid us interest on a shareholder loan which was repaid at that time (see Note 5).

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December 31, 2014

Changes in foreign currency exchange rates caused our investment in Shurgard Europe to decrease by approximately \$47.3 million in 2014 and to increase our investment by \$45.0 thousand in 2013 and \$21.6 million in 2012.

The following table sets forth selected consolidated financial information of Shurgard Europe based upon all of Shurgard Europe's balances for all periods, rather than our pro rata share. Such amounts are based upon our historical acquired book basis.

	2014	2013
As of December 31,	(Amounts in thousands)	
Total assets (primarily self-storage facilities)	\$ 1,404,246	\$ 1,468,155
Total debt to third parties	500,767	154,119
Total shareholder loan	-	428,139
Other liabilities	180,546	107,550
Equity	722,933	778,347
Exchange rate of Euro to U.S. Dollar	1.216	1.377

	2014	2013	2012
For the year ended December 31,	(Amounts in thousands)		
Self-storage and ancillary revenues	\$ 254,136	\$ 246,615	\$ 243,687
Self-storage and ancillary cost of operations	(100,177)	(98,222)	(96,341)
Depreciation and amortization	(61,796)	(60,029)	(60,404)
General and administrative	(14,964)	(13,651)	(13,327)
Interest expense on third party debt	(9,607)	(5,082)	(7,689)
Trademark license fee payable to Public Storage	(2,544)	(2,468)	(2,439)
Interest expense on shareholder loan	(21,761)	(37,838)	(36,710)
Lease termination (charge) benefit and other (a)	(6,573)	(2,909)	1,876
Net income	\$ 36,714	\$ 26,416	\$ 28,653
Average exchange rates Euro to the U.S. Dollar	1.329	1.328	1.285

(a) Amounts for the years ended December 31, 2014 and 2013, include a \$1.5 million lease termination benefit and

a \$2.9 million lease termination charge, respectively, associated with a closed facility. Amounts for the year ended December 31, 2014 include \$4.3 million in costs associated with the acquisition of self-storage facilities, and a \$4.4 million contingent loss.

As reflected in the table above, Shurgard Europe's net income has been reduced by expenses it pays to its shareholders, including a trademark license fee and interest expense on the shareholder loan. The following table set forth the calculation of our equity in earnings in Shurgard Europe:

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December 31, 2014

	2014	2013	2012
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(Amounts in thousands)

For the year ended December 31,

Calculation of equity in earnings of Shurgard Europe:

Our 49% share of Shurgard Europe's net income	\$ 17,990	\$ 12,944	\$ 14,040
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Adjustments:

49% of trademark license fees	1,247	1,209	1,195
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49% of interest on shareholder loan	10,663	18,541	17,988
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Total equity in earnings of Shurgard Europe	\$ 29,900	\$ 32,694	\$ 33,223
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As indicated in the table above, 49% of the trademark license fees and interest paid by Shurgard Europe to its shareholders is included in our equity in earnings of Shurgard Europe and any remaining amount paid to us is included in "interest and other income" on our income statements. See Note 5 for further information.

5.Loan Receivable from Unconsolidated Real Estate Entity

At December 31, 2013, we owned 100% of the shareholder loan due from Shurgard Europe, which had a balance of €311.0 million (\$428.1 million) and bore interest at 9.0% per annum. On January 28, 2014, our joint venture partner in Shurgard Europe acquired a 51% interest in the loan at face value for €158.6 million (\$216.2 million) in cash. In July 2014, Shurgard Europe fully repaid its €311.0 million shareholder loan accordingly, we received a total of €152.4 million (\$204.9 million), representing our 49% share of the loan.

For 2014, 2013 and 2012, we recorded interest income with respect to this loan of approximately \$1.5 million, \$19.3 million and \$18.7 million, respectively. The reduction in amounts classified as interest and other income during 2014, as compared to 2013 and 2012 is due to the sale, on January 28, 2014 of 51% of the shareholder loan to our joint venture partner, who collected 51% of the loan interest following the sale.

Based upon our continued expectation of repayment of the loan in the foreseeable future, we reflected changes in the U.S. Dollar equivalent of the amount due us, as a result of changes in foreign exchange rates as "foreign currency

exchange gain (loss)” on our income statement until repayment of the loan in full in July 2014.

We believed that the interest rate on the loan approximated the market rate for loans with similar terms, conditions, subordination features, and tenor, and that the fair value of the loan approximated book value. In our evaluation of market rates and fair value, we considered that Shurgard Europe had sufficient operating cash flow, liquidity and collateral, and we have sufficient creditor rights such that credit risk was mitigated.

6.Credit Facility, Term Loan and Notes Payable

We have a \$300 million revolving line of credit (the “Credit Facility”) that expires on March 21, 2017. Amounts drawn on the Credit Facility bear annual interest at rates ranging from LIBOR plus 0.900% to LIBOR plus 1.500% depending upon the ratio of our Total Indebtedness to Gross Asset Value (as defined in the Credit Facility) (LIBOR plus 0.900% at December 31, 2014). In addition, we are required to pay a quarterly facility fee ranging from 0.125% per annum to 0.300% per annum depending upon the ratio of our Total Indebtedness to our Gross Asset Value (0.125% per annum at December 31, 2014). At December 31, 2014 and February 20, 2015, we had no outstanding borrowings under this Credit Facility (\$50.1 million at December 31, 2013). We had undrawn standby letters of credit, which reduce our borrowing capacity, totaling \$13.9 million at

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December 31, 2014 and \$15.1 million at December 31, 2013. The Credit Facility has various customary restrictive covenants, all of which we were in compliance with at December 31, 2014.

On December 2, 2013, we entered into a one year \$700 million unsecured term loan (the "Term Loan") with Wells Fargo Bank, with an interest rate and covenants the same as for the Credit Facility. The Term Loan was repaid in 2014. We incurred origination costs of \$1.9 million for the Term Loan which were amortized using the effective interest method through the date of extinguishment.

The carrying amounts of our notes payable at December 31, 2014 and 2013, totaled \$64.4 million and \$89.0 million, respectively, with unamortized premium totaling \$0.6 million and \$0.5 million, respectively. These notes were assumed or issued in connection with acquisitions of real estate facilities and recorded at fair value with any premium or discount over the stated note balance amortized using the effective interest method. At December 31, 2014, the notes are secured by 34 real estate facilities with a net book value of approximately \$161 million, have contractual interest rates between 2.9% and 7.1%, and mature between March 2015 and September 2028.

During 2014 and 2013, we assumed mortgage debt with estimated fair values of \$20.5 million and \$6.1 million, respectively, market rates of 3.6% and 3.7%, respectively, (contractual balances of \$19.8 million and \$5.7 million, respectively, and contractual interest rates of 5.2% and 6.2%, respectively,) in connection with the acquisition of real estate facilities.

On October 1, 2013, we borrowed \$100.0 million from PSB under a term loan which was repaid in full on October 18, 2013. The loan bore interest at 1.388%.

At December 31, 2014, approximate principal maturities of our notes payable are as follows (amounts in thousands):

2015	\$ 17,822
2016	20,613
2017	9,263
2018	11,168
2019	1,217
Thereafter	4,281
	\$ 64,364
Weighted average effective rate	4.0%

Cash paid for interest totaled \$9.0 million, \$10.4 million and \$21.7 million for 2014, 2013 and 2012, respectively. Interest capitalized as real estate totaled \$1.6 million, \$2.9 million and \$0.4 million in 2014, 2013 and 2012, respectively.

7. Noncontrolling Interests

At December 31, 2014, the noncontrolling interests represent (i) third-party equity interests in subsidiaries owning 14 self-storage facilities and (ii) 231,978 partnership units held by third-parties in a subsidiary that are convertible on a one-for-one basis (subject to certain limitations) into common shares of the Company at the option of the unitholder (collectively, the “Noncontrolling Interests”). At December 31, 2014, the Noncontrolling Interests cannot require us to redeem their interests, other than pursuant to a liquidation of the subsidiary. During 2014, 2013 and 2012, we allocated a total of \$5.8 million, \$5.1 million and \$3.7 million,

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respectively, to these interests; and we paid \$6.5 million, \$6.5 million and \$5.9 million, respectively, in distributions to these interests.

During 2014 and 2013, we acquired Noncontrolling Interests for \$0.7 million and \$6.2 million, respectively, in cash, substantially all of which was allocated to paid-in-capital.

During 2012, we acquired Noncontrolling Interests for \$21.3 million in cash, including \$19.9 million for interests that were redeemable at the option of the holder, of which \$0.1 million was recorded as a reduction to permanent noncontrolling interests, \$11.9 million was recorded as a reduction to redeemable noncontrolling interests, and \$9.3 million was recorded as a reduction to paid-in capital.

8.Shareholders' Equity

Preferred Shares

At December 31, 2014 and 2013, we had the following series of Cumulative Preferred Shares ("Preferred Shares") outstanding:

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Series	Earliest Redemption Date	Dividend Rate	At December 31, 2014		At December 31, 2013	
			Shares Outstanding	Liquidation Preference	Shares Outstanding	Liquidation Preference
(Dollar amounts in thousands)						
Series O	4/15/2015	6.875%	5,800	\$ 145,000	5,800	\$ 145,000
Series P	10/7/2015	6.500%	5,000	125,000	5,000	125,000
Series Q	4/14/2016	6.500%	15,000	375,000	15,000	375,000
Series R	7/26/2016	6.350%	19,500	487,500	19,500	487,500
Series S	1/12/2017	5.900%	18,400	460,000	18,400	460,000
Series T	3/13/2017	5.750%	18,500	462,500	18,500	462,500
Series U	6/15/2017	5.625%	11,500	287,500	11,500	287,500
Series V	9/20/2017	5.375%	19,800	495,000	19,800	495,000
Series W	1/16/2018	5.200%	20,000	500,000	20,000	500,000
Series X	3/13/2018	5.200%	9,000	225,000	9,000	225,000
Series Y	3/17/2019	6.375%	11,400	285,000	-	-
Series Z	6/4/2019	6.000%	11,500	287,500	-	-
Series A	12/2/2019	5.875%	7,600	190,000	-	-
Total Preferred Shares			173,000	\$ 4,325,000	142,500	\$ 3,562,500

The holders of our Preferred Shares have general preference rights with respect to liquidation, quarterly distributions and any accumulated unpaid distributions. Except under certain conditions and as noted below, holders of the Preferred Shares will not be entitled to vote on most matters. In the event of a cumulative arrearage equal to six quarterly dividends, holders of all outstanding series of preferred shares (voting as a single class without regard to series) will have the right to elect two additional members to serve on our board of trustees (the "Board") until the arrearage has been cured. At December 31, 2014, there were no dividends in arrears.

Except under certain conditions relating to the Company's qualification as a REIT, the Preferred Shares are not redeemable prior to the dates indicated on the table above. On or after the respective dates, each of the series of Preferred Shares is redeemable at our option, in whole or in part, at \$25.00 per depositary share, plus accrued and unpaid dividends. Holders of the Preferred Shares cannot require us to redeem such shares.

Upon issuance of our Preferred Shares, we classify the liquidation value as preferred equity on our balance sheet with any issuance costs recorded as a reduction to paid-in capital.

During 2014, we issued an aggregate 30.5 million depositary shares, each representing 1/1,000 of a share of our Series Y, Series Z, and Series A Preferred Shares, at an issuance price of \$25.00 per depositary share, for a total of \$762.5 million in gross proceeds, and we incurred \$23.5 million in issuance costs.

During 2013, we issued an aggregate 29.0 million depositary shares, each representing 1/1,000 of a share of our Series W and Series X Preferred Shares, at an issuance price of \$25.00 per depositary share, for a total of \$725.0 million in gross proceeds, and we incurred \$23.3 million in issuance costs.

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During 2012, we issued an aggregate 68.2 million depositary shares, each representing 1/1,000 of a share of our Series S, Series T, Series U, and Series V Preferred Shares, at an issuance price of \$25.00 per depositary share, for a total of \$1.7 billion in gross proceeds, and we incurred \$53.5 million in issuance costs.

In 2012, we redeemed our Series A, Series C, Series D, Series E, Series F, Series L, Series M, Series N, Series W, Series X, Series Y and Series Z Preferred Shares, at par. The aggregate redemption amount, before payment of accrued dividends, was \$2.0 billion. We recorded \$61.7 million in EITF D-42 allocations of income from our common shareholders to the holders of our Preferred Shares in 2012 in connection with these redemptions.

Common Shares

During 2014, 2013 and 2012, activity with respect to the issuance or repurchase of our common shares was as follows (amounts in thousands):

	2014		2013		2012	
	Shares	Amount	Shares	Amount	Shares	Amount
Employee stock-based compensation and exercise of stock options (Note 10)	669,263	\$ 37,872	388,005	\$ 21,111	437,081	\$ 23,185
Issuance of commons shares for cash	-	-	-	-	712,400	101,262
	669,263	\$ 37,872	388,005	\$ 21,111	1,149,481	\$ 124,447

Our Board previously authorized the repurchase from time to time of up to 35.0 million of our common shares on the open market or in privately negotiated transactions. Through December 31, 2014, we repurchased approximately 23.7 million shares pursuant to this authorization; none of which were repurchased during the three years ended December 31, 2014.

In December 2012, we sold 712,400 of our common shares for aggregate proceeds of approximately \$101.3 million in cash.

At December 31, 2014 and 2013, we had 2,836,592 and 2,810,540 respectively, of common shares reserved in connection with our share-based incentive plans (see Note 10), and 231,978 shares reserved for the conversion of partnership units owned by Noncontrolling Interests.

The unaudited characterization of dividends for Federal income tax purposes is made based upon earnings and profits of the Company, as defined by the Internal Revenue Code. Common share dividends including amounts paid to our restricted share unitholders totaled \$967.9 million (\$5.60 per share), \$887.1 million (\$5.15 per share) and \$753.9 million (\$4.40 per share), for the years ended December 31, 2014, 2013 and 2012, respectively. Preferred share dividends totaled \$232.6 million, \$204.3 million and \$205.2 million for the years ended December 31, 2014, 2013 and 2012, respectively.

For the tax year ended December 31, 2014, distributions for the common shares and all the various series of preferred shares were classified as follows:

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	2014 (unaudited)							
	1st Quarter		2nd Quarter		3rd Quarter		4th Quarter	
Ordinary Income	100.00	%	99.78	%	100.00	%	91.20	%
Long-Term Capital Gain	0.00	%	0.22	%	0.00	%	8.80	%
Total	100.00	%	100.00	%	100.00	%	100.00	%

The ordinary income dividends distributed for the tax year ended December 31, 2014 do not constitute qualified dividend income.

9.Related Party Transactions

The Hughes Family owns approximately 15.5% of our common shares outstanding at December 31, 2014.

The Hughes Family has ownership interests in, and operates, approximately 54 self-storage facilities in Canada (“PS Canada”) using the “Public Storage” brand name pursuant to a non-exclusive, royalty-free trademark license agreement with the Company. We currently do not own any interests in these facilities. We have a right of first refusal to acquire the stock or assets of the corporation that manages the 54 self-storage facilities in Canada, if the Hughes Family or the corporation agrees to sell them. We reinsure risks relating to loss of goods stored by customers in these facilities. During the years ended December 31, 2014, 2013 and 2012, we received \$0.5 million, \$0.5 million and \$0.6 million, respectively, in reinsurance premiums attributed to these facilities. There is no assurance that these premiums will continue, as our rights to reinsure these risks may be qualified.

At December 31, 2012, PS Canada and PSB held approximately a 2.2% and 4.0%, respectively, interest in STOR-Re Mutual Insurance Company, Inc. (“STOR-Re”), a Subsidiary that provided liability and casualty insurance for PS Canada, PSB, the Company, and certain affiliates of the Company for occurrences prior to April 1, 2004. During 2013, we acquired PS Canada’s 2.2% interest and PSB’s 4.0% interest in STOR-Re for \$0.6 million and \$1.1 million, respectively, in cash.

On October 1, 2013, we borrowed \$100.0 million from PSB under a term loan which was repaid in full on October 18, 2013. The loan bore interest at 1.388% per annum and interest paid to PSB totaled \$0.1 million.

10.Share-Based Compensation

Under various share-based compensation plans and under terms established by a committee of our Board, the Company grants non-qualified options to purchase the Company’s common shares, as well as restricted share units (“RSUs”), to trustees, officers, service providers and key employees.

Stock options and RSUs are considered “granted” and “outstanding” as the terms are used herein, when (i) the Company and the recipient reach a mutual understanding of the key terms of the award, (ii) the award has been authorized, (iii) the recipient is affected by changes in the market price of our stock, and (iv) it is probable that any performance and

service conditions will be met.

We amortize the grant-date fair value of awards (net of anticipated forfeitures) as compensation expense over the service period. The service period begins on the grant date and ends on the vesting date. For awards that are earned solely upon the passage of time and continued service, the entire cost of the award is

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amortized on a straight-line basis over the service period. For awards with performance conditions, the individual cost of each vesting is amortized separately over each individual service period (the “accelerated attribution” method).

Stock Options

Stock options vest over a three to five-year period, expire ten years after the grant date, and the exercise price is equal to the closing trading price of our common shares on the grant date. Employees cannot require the Company to settle their award in cash. We use the Black-Scholes option valuation model to estimate the fair value of our stock options.

Outstanding stock option grants are included on a one-for-one basis in our diluted weighted average shares, to the extent dilutive, after applying the treasury stock method (based upon the average common share price during the period) to assumed exercise proceeds and measured but unrecognized compensation.

The stock options outstanding at December 31, 2014 have an aggregate intrinsic value (the excess, if any, of each option’s market value over the exercise price) of approximately \$152.0 million and remaining average contractual lives of approximately six years. Other than stock options granted in 2014, all stock options outstanding at December 31, 2014 have exercise prices of \$165 or less. The aggregate intrinsic value of exercisable stock options at December 31, 2014 amounted to approximately \$135.3 million.

Additional information with respect to stock options during 2014, 2013 and 2012 is as follows:

	2014		2013		2012	
	Number of Options	Weighted Average Exercise Price per Share	Number of Options	Weighted Average Exercise Price per Share	Number of Options	Weighted Average Exercise Price per Share
Options outstanding January 1,	2,174,211	\$ 85.49	2,253,510	\$ 76.14	2,591,066	\$ 74.30
Granted	485,000	176.74	235,000	153.89	35,000	144.97
Exercised	(570,417)	66.39	(286,299)	71.06	(341,156)	68.26
Cancelled	(3,250)	63.76	(28,000)	55.25	(31,400)	55.54
Options outstanding December 31,	2,085,544	\$ 111.96	2,174,211	\$ 85.49	2,253,510	\$ 76.14
Options exercisable at December 31,	1,321,537	\$ 82.46	1,581,954	\$ 76.29	1,401,883	\$ 76.23

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	2014	2013	2012
Stock option expense for the year (in 000's)	\$ 3,216	\$ 3,468	\$ 3,036
Aggregate exercise date intrinsic value of options exercised during the year (in 000's)	\$ 59,322	\$ 23,337	\$ 23,948
Average assumptions used in valuing options with the Black-Scholes method:			
Expected life of options in years, based upon historical experience	5	5	5
Risk-free interest rate	1.6%	0.8%	0.8%
Expected volatility, based upon historical volatility	16.8%	25.8%	24.5%
Expected dividend yield	3.2%	3.3%	3.1%
Average estimated value of options granted during the year	\$ 17.66	\$ 23.83	\$ 20.71
Restricted Share Units			

RSUs generally vest ratably over a three to eight-year period from the grant date. The grantee receives dividends for each outstanding RSU equal to the per-share dividends received by our common shareholders. We expense any dividends previously paid upon forfeiture of the related RSU. Upon vesting, the grantee receives common shares equal to the number of vested RSUs, less common shares withheld in exchange for tax deposits made by the Company to satisfy the grantee's statutory tax liabilities arising from the vesting.

The fair value of our RSUs is determined based upon the applicable closing trading price of our common shares.

The fair value of our RSUs outstanding at December 31, 2014 was approximately \$138.8 million. Remaining compensation expense related to RSUs outstanding at December 31, 2014 totals approximately \$68.9 million (which is net of expected forfeitures) and is expected to be recognized as compensation expense over the next three years on average. The following tables set forth relevant information with respect to restricted shares (dollar amounts in thousands):

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	2014		2013		2012	
	Number of Restricted Share Units	Grant Date Aggregate Fair Value	Number of Restricted Share Units	Grant Date Aggregate Fair Value	Number of Restricted Share Units	Grant Date Aggregate Fair Value
Restricted share units outstanding January 1,	636,329	\$ 77,284	642,647	\$ 67,473	701,499	\$ 66,514
Granted	339,607	59,009	197,675	30,774	159,133	21,721
Vested	(166,905)	(18,456)	(154,535)	(15,657)	(151,775)	(14,507)
Forfeited	(57,983)	(6,963)	(49,458)	(5,306)	(66,210)	(6,255)
Restricted share units outstanding December 31,	751,048	\$ 110,874	636,329	\$ 77,284	642,647	\$ 67,473

	2014	2013	2012
Amounts for the year (in 000's, except number of shares):			
Fair value of vested shares on vesting date	\$ 27,591	\$ 23,551	\$ 20,783
Cash paid upon vesting lieu of common shares issued	\$ 11,449	\$ 8,067	\$ 7,657
Common shares issued upon vesting	98,846	101,706	95,925
Restricted share unit expense	\$ 25,159	\$ 23,919	\$ 20,227
See also "net income per common share" in Note 2 for further discussion regarding the impact of RSUs and stock options on our net income per common and income allocated to common shareholders.			

11. Segment Information

Our reportable segments reflect the significant components of our operations that are evaluated separately by our chief operating decision maker ("CODM") and have discrete financial information available. We organize our segments based primarily upon the nature of the underlying products and services, and whether the operation is located in the U.S. or outside the U.S. In making resource allocation decisions, our CODM considers the net income from continuing operations of each reportable segment included in the tables below, excluding the impact of depreciation and amortization, gains or losses on disposition of real estate facilities, and asset impairment charges. The amounts for each reportable segment included in the tables below are in conformity with GAAP and our significant accounting policies as denoted in Note 2. Ancillary revenues and expenses, interest and other income (other than from Shurgard Europe), interest expense, general and administrative expense and gains and losses on the early repayment of debt are not allocable to any of our reportable segments. Our CODM does not consider the book value of assets in making resource allocation decisions.

Following is the description of and basis for presentation for each of our segments.

Domestic Self-Storage Segment

The Domestic Self-Storage Segment includes the operations of the 2,238 self-storage facilities owned by the Company and the Subsidiaries, as well as our equity share of the Other Investments. For all periods presented, substantially all of our real estate facilities, goodwill and other intangible assets, other assets, and accrued and other liabilities are associated with the Domestic Self-Storage Segment.

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European Self-Storage Segment

The European Self-Storage segment comprises our interest in Shurgard Europe, which has a separate management team reporting directly to our CODM and our joint venture partner. The European Self-Storage segment includes our equity share of Shurgard Europe's operations, the interest and other income received from Shurgard Europe, and foreign currency exchange gains and losses that are attributable to Shurgard Europe. Our balance sheet includes an investment in Shurgard Europe (Note 4) and a loan receivable from Shurgard Europe (Note 5).

Commercial Segment

The Commercial segment comprises our investment in PSB, a publicly-traded REIT with a separate management team that makes its financing, capital allocation and other significant decisions. The Commercial segment also includes our direct interest in certain commercial facilities, substantially all of which are managed by PSB. The Commercial segment presentation includes our equity earnings from PSB, as well as the revenues and expenses of our commercial facilities. At December 31, 2014, the assets of the Commercial segment are comprised principally of our investment in PSB (Note 4).

Presentation of Segment Information

The following tables reconcile the performance of each segment, in terms of segment income, to our net income (amounts in thousands):

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Year ended December 31, 2014

	Domestic Self-Storage	European Self-Storage	Commercial	Other Items Not Allocated to Segments	Total
(Amounts in thousands)					
Revenues:					
Self-storage facilities	\$ 2,049,882	\$ -	\$ -	\$ -	\$ 2,049,882
Ancillary operations	-	-	15,720	129,802	145,522
	2,049,882	-	15,720	129,802	2,195,404
Expenses:					
Self-storage cost of operations	566,898	-	-	-	566,898
Ancillary cost of operations	-	-	5,247	46,575	51,822
Depreciation and amortization	434,069	-	3,045	-	437,114
General and administrative	-	-	-	71,459	71,459
	1,000,967	-	8,292	118,034	1,127,293
Operating income	1,048,915	-	7,428	11,768	1,068,111
Interest and other income	-	2,835	-	2,091	4,926
Interest expense	-	-	-	(6,781)	(6,781)
Equity in earnings of unconsolidated real estate entities	2,087	29,900	56,280	-	88,267
Foreign currency exchange loss	-	(7,047)	-	-	(7,047)
Gain on real estate sales	2,479	-	-	-	2,479
Net income	\$ 1,053,481	\$ 25,688	\$ 63,708	\$ 7,078	\$ 1,149,955

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Year ended December 31, 2013

	Domestic Self-Storage	European Self-Storage	Commercial	Other Items Not Allocated to Segments	Total
(Amounts in thousands)					
Revenues:					
Self-storage facilities	\$ 1,849,883	\$ -	\$ -	\$ -	\$ 1,849,883
Ancillary operations	-	-	14,510	117,353	131,863
	1,849,883	-	14,510	117,353	1,981,746
Expenses:					
Self-storage cost of operations	524,086	-	-	-	524,086
Ancillary cost of operations	-	-	5,228	35,847	41,075
Depreciation and amortization	384,623	-	2,779	-	387,402
General and administrative	-	-	-	66,679	66,679
	908,709	-	8,007	102,526	1,019,242
Operating income	941,174	-	6,503	14,827	962,504
Interest and other income	-	20,556	-	2,021	22,577
Interest expense	-	-	-	(6,444)	(6,444)
Equity in earnings of unconsolidated real estate entities	1,686	32,694	23,199	-	57,579
Foreign currency exchange gain	-	17,082	-	-	17,082
Gain on real estate sales	168	-	4,065	-	4,233
Net income	\$ 943,028	\$ 70,332	\$ 33,767	\$ 10,404	\$ 1,057,531

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Year ended December 31, 2012

	Domestic Self-Storage	European Self-Storage	Commercial	Other Items Not Allocated to Segments	Total
(Amounts in thousands)					
Revenues:					
Self-storage facilities	\$ 1,718,865	\$ -	\$ -	\$ -	\$ 1,718,865
Ancillary operations	-	-	14,071	109,568	123,639
	1,718,865	-	14,071	109,568	1,842,504
Expenses:					
Self-storage cost of operations	517,641	-	-	-	517,641
Ancillary cost of operations	-	-	4,908	33,355	38,263
Depreciation and amortization	354,971	-	2,810	-	357,781
General and administrative	-	-	-	56,837	56,837
	872,612	-	7,718	90,192	970,522
Operating income	846,253	-	6,353	19,376	871,982
Interest and other income	-	19,966	-	2,108	22,074
Interest expense	-	-	-	(19,813)	(19,813)
Equity in earnings of unconsolidated real estate entities	1,725	33,223	10,638	-	45,586
Foreign currency exchange gain	-	8,876	-	-	8,876
Gain on real estate sales	1,456	-	-	-	1,456
Income from continuing operations	849,434	62,065	16,991	1,671	930,161
Discontinued operations	12,874	-	-	-	12,874
Net income	\$ 862,308	\$ 62,065	\$ 16,991	\$ 1,671	\$ 943,035

12. Recent Accounting Pronouncements and Guidance

In April 2014, the Financial Accounting Standards Board ("FASB") revised standards to limit the presentation as discontinued operations only to those facility disposals that represent a strategic shift and have a major impact upon operations, rather than to all facility disposals under previous standards. This change applies to disposals occurring after our early adoption date (as encouraged by the standard) of January 1, 2014. This change has no material impact

on our financial statements.

In May 2014, the FASB issued an accounting standard (ASU No. 2014-09), requiring an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU No. 2014-09 will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. The new standard is effective for us on January 1, 2017. Early adoption is not permitted. We have not yet selected a transition method. We do not believe the adoption of ASU No. 2014-09 will have a material impact on our results of operations or financial condition.

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PUBLIC STORAGE

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

13.Commitments and Contingencies

Contingent Losses

We are a party to various legal proceedings and subject to various claims and complaints; however, we believe that the likelihood of these contingencies resulting in a material loss to the Company, either individually or in the aggregate, is remote.

Insurance and Loss Exposure

We have historically carried customary property, earthquake, general liability, employee medical insurance and workers compensation coverage through internationally recognized insurance carriers, subject to customary levels of deductibles. The aggregate limits on these policies of approximately \$75 million for property losses and \$102 million for general liability losses are higher than estimates of maximum probable losses that could occur from individual catastrophic events determined in recent engineering and actuarial studies; however, in case of multiple catastrophic events, these limits could be exhausted.

We reinsure a program that provides insurance to our customers from an independent third-party insurer. This program covers tenant claims for losses to goods stored at our facilities as a result of specific named perils (earthquakes are not covered by this program), up to a maximum limit of \$5,000 per storage unit. We reinsure all risks in this program, but purchase insurance from an independent third party insurance company for aggregate claims between \$5.0 million and \$15.0 million per occurrence. We are subject to licensing requirements and regulations in several states. At December 31, 2014, there were approximately 823,000 certificates held by our self-storage customers, representing aggregate coverage of approximately \$2.2 billion.

14.Supplementary Quarterly Financial Data (unaudited)

	Three Months Ended				
	March 31, 2014	June 30, 2014	September 30, 2014	December 31, 2014	
	(Amounts in thousands, except per share data)				
Self-storage and ancillary revenues	\$ 519,624	\$ 538,037	\$ 571,596	\$ 566,147	
Self-storage and ancillary cost of operations	\$ 174,519	\$ 150,554	\$ 159,993	\$ 133,654	

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Depreciation and amortization	\$	109,021	\$	106,443	\$	111,077	\$	110,573
Income from continuing operations	\$	228,273	\$	278,279	\$	294,977	\$	348,426
Net Income	\$	228,273	\$	278,279	\$	294,977	\$	348,426
Per Common Share								
Net income - Basic	\$	1.01	\$	1.27	\$	1.34	\$	1.65
Net income - Diluted	\$	1.01	\$	1.26	\$	1.34	\$	1.64

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PUBLIC STORAGE

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

	Three Months Ended				
	March 31, 2013	June 30, 2013	September 30, 2013	December 31, 2013	
	(Amounts in thousands, except per share data)				
Self-storage and ancillary revenues	\$ 470,900	\$ 485,378	\$ 511,957	\$ 513,511	
Self-storage and ancillary cost of operations	\$ 150,389	\$ 142,571	\$ 147,803	\$ 124,398	
Depreciation and amortization	\$ 91,001	\$ 90,937	\$ 96,537	\$ 108,927	
Income from continuing operations	\$ 212,247	\$ 261,679	\$ 285,628	\$ 297,977	
Net Income	\$ 212,247	\$ 261,679	\$ 285,628	\$ 297,977	
Per Common Share					
Net income - Basic	\$ 0.94	\$ 1.21	\$ 1.35	\$ 1.42	
Net income - Diluted	\$ 0.94	\$ 1.20	\$ 1.34	\$ 1.41	

15.Subsequent Events

Subsequent to December 31, 2014, we acquired four self-storage facilities (one each in Florida, North Carolina, Washington and Texas), with an aggregate of 265,000 net rentable square feet, for approximately \$32 million in cash.

PUBLIC STORAGE

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION

Date	2014 Encum-	Initial Cost Buildings & Improvements	Costs Subsequent Acquisition	Gross Carrying Amount At December 31, 2014			Accumulated Depreciation
Acquired Description	branches	Land	Buildings	Total			

Self-storage Facilities - United States

01/01/81	Newport News / Jefferson Avenue	- 108	1,071	921	108	1,992	2,100	1,864
01/01/81	Virginia Beach / Diamond Springs	- 186	1,094	1,072	186	2,166	2,352	2,060
08/01/81	San Jose / Snell	- 312	1,815	547	312	2,362	2,674	2,312
10/01/81	Tampa / Lazy Lane	- 282	1,899	1,038	282	2,937	3,219	2,849
06/01/82	San Jose / Tully	- 645	1,579	16,541	2,972	15,793	18,765	7,218
06/01/82	San Carlos / Storage	- 780	1,387	876	780	2,263	3,043	2,227
06/01/82	Mountain View	- 1,180	1,182	2,554	1,046	3,870	4,916	2,365
06/01/82	Cupertino / Storage	- 572	1,270	605	572	1,875	2,447	1,811
10/01/82	Sorrento Valley	- 1,002	1,343	(664)	651	1,030	1,681	977
10/01/82	Northwood	- 1,034	1,522	6,835	1,034	8,357	9,391	3,150
12/01/82	Port/Halsey	- 357	1,150	140	357	1,290	1,647	1,019
12/01/82	Sacto/Folsom	- 396	329	1,117	396	1,446	1,842	1,227
01/01/83	Platte	- 409	953	1,359	409	2,312	2,721	1,875
01/01/83	Semoran	- 442	1,882	9,231	442	11,113	11,555	6,382
01/01/83	Raleigh/Yonkers	- -	1,117	1,127	-	2,244	2,244	1,754
03/01/83	Blackwood	- 213	1,559	1,239	213	2,798	3,011	2,316
04/01/83	Vailsgate	- 103	990	1,603	103	2,593	2,696	2,179
05/01/83	Delta Drive	- 67	481	772	68	1,252	1,320	1,083
06/01/83	Ventura	- 658	1,734	1,014	658	2,748	3,406	2,295
09/01/83	Southington	- 124	1,233	838	123	2,072	2,195	1,705
09/01/83	Southampton	- 331	1,738	1,852	331	3,590	3,921	2,951
09/01/83	Webster/Keystone	- 449	1,688	2,110	434	3,813	4,247	3,217
09/01/83	Dover	- 107	1,462	1,624	107	3,086	3,193	2,538
09/01/83	Newcastle	- 227	2,163	1,583	227	3,746	3,973	3,121
09/01/83	Newark	- 208	2,031	1,392	208	3,423	3,631	2,861
09/01/83	Langhorne	- 263	3,549	2,743	263	6,292	6,555	5,278
09/01/83	Hobart	- 215	1,491	2,423	215	3,914	4,129	3,133

PUBLIC STORAGE

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION

Date	2014 Encum-	Initial Cost Buildings & Improvements	Costs Subsequent Acquisition	Gross Carrying Amount At December 31, 2014	Land	Buildings	Total	Accumulated Depreciation
Acquired Description	branches	Land	Buildings	Land	Buildings	Total	Depreciation	
09/01/83 Ft. Wayne/W. Coliseum	-	160	1,395	1,232	160	2,627	2,787	2,229
09/01/83 Ft. Wayne/Bluffton	-	88	675	727	88	1,402	1,490	1,138
10/01/83 Orlando J. Y. Parkway	-	383	1,512	1,404	383	2,916	3,299	2,366
11/01/83 Aurora	-	505	758	966	505	1,724	2,229	1,468
11/01/83 Campbell	-	1,379	1,849	247	1,379	2,096	3,475	1,799
11/01/83 Col Springs/Ed	-	471	1,640	1,245	470	2,886	3,356	2,384
11/01/83 Col Springs/Mv	-	320	1,036	1,109	320	2,145	2,465	1,762
11/01/83 Thorton	-	418	1,400	1,024	418	2,424	2,842	2,004
11/01/83 Oklahoma City	-	454	1,030	1,934	454	2,964	3,418	2,480
11/01/83 Tucson	-	343	778	1,646	343	2,424	2,767	1,965
11/01/83 Webster/Nasa	-	1,570	2,457	3,774	1,570	6,231	7,801	5,196
12/01/83 Charlotte	-	165	1,274	1,264	165	2,538	2,703	2,085
12/01/83 Greensboro/Market	-	214	1,653	2,203	214	3,856	4,070	3,286
12/01/83 Greensboro/Electra	-	112	869	924	112	1,793	1,905	1,521
12/01/83 Columbia	-	171	1,318	1,252	171	2,570	2,741	2,100
12/01/83 Richmond	-	176	1,360	1,432	176	2,792	2,968	2,363
12/01/83 Augusta	-	97	747	971	97	1,718	1,815	1,457
12/01/83 Tacoma	-	553	1,173	1,138	553	2,311	2,864	1,947
01/01/84 Fremont/Albrae	-	636	1,659	1,230	636	2,889	3,525	2,426
01/01/84 Belton	-	175	858	1,788	175	2,646	2,821	2,297
01/01/84 Gladstone	-	275	1,799	1,690	274	3,490	3,764	2,905
01/01/84 Hickman/112	-	257	1,848	371	158	2,318	2,476	910
01/01/84 Holmes	-	289	1,333	1,207	289	2,540	2,829	2,117
01/01/84 Independence	-	221	1,848	1,541	221	3,389	3,610	2,890
01/01/84 Merriam	-	255	1,469	1,471	255	2,940	3,195	2,505
01/01/84 Olathe	-	107	992	966	107	1,958	2,065	1,665
01/01/84 Shawnee	-	205	1,420	1,659	205	3,079	3,284	2,657
01/01/84 Topeka	-	75	1,049	1,024	75	2,073	2,148	1,773
03/01/84 Marrietta/Cobb	-	73	542	939	73	1,481	1,554	1,253
03/01/84 Manassas	-	320	1,556	1,178	320	2,734	3,054	2,292

PUBLIC STORAGE

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION

Date	2014 Encum-	Initial Cost Buildings & Improvements	Costs Subsequent Acquisition	Gross Carrying Amount At December 31, 2014	Accumulated Depreciation
Acquired	Description	Land	Buildings	Total	
03/01/84	Pico Rivera	-	743 807 867 743	1,674 2,417 1,325	
04/01/84	Providence	-	92 1,087 1,120 92	2,207 2,299 1,868	
04/01/84	Milwaukie/Oregon	-	289 584 860 289	1,444 1,733 1,227	
05/01/84	Raleigh/Departure	-	302 2,484 2,150 302	4,634 4,936 3,958	
05/01/84	Virginia Beach	-	509 2,121 2,234 499	4,365 4,864 3,730	
05/01/84	Philadelphia/Grant	-	1,041 3,262 2,265 1,040	5,528 6,568 4,767	
05/01/84	Garland	-	356 844 1,011 356	1,855 2,211 1,514	
06/01/84	Lorton	-	435 2,040 2,020 435	4,060 4,495 3,348	
06/01/84	Baltimore	-	382 1,793 1,966 382	3,759 4,141 3,208	
06/01/84	Laurel	-	501 2,349 2,331 500	4,681 5,181 3,872	
06/01/84	Delran	-	279 1,472 1,214 279	2,686 2,965 2,243	
06/01/84	Orange Blossom	-	226 924 794 226	1,718 1,944 1,435	
06/01/84	Cincinnati	-	402 1,573 2,007 402	3,580 3,982 2,998	
06/01/84	Florence	-	185 740 1,435 185	2,175 2,360 1,753	
07/01/84	Trevese/Old Lincoln	-	421 1,749 1,478 421	3,227 3,648 2,733	
08/01/84	Medley	-	584 1,016 2,011 520	3,091 3,611 2,224	
08/01/84	Oklahoma City	-	340 1,310 1,747 340	3,057 3,397 2,490	
08/01/84	Newport News	-	356 2,395 2,227 356	4,622 4,978 3,772	
08/01/84	Kaplan/Walnut Hill	-	971 2,359 2,421 971	4,780 5,751 4,017	
08/01/84	Kaplan/Irving	-	677 1,592 5,623 673	7,219 7,892 4,972	
09/01/84	Cockrell Hill	-	380 913 2,256 380	3,169 3,549 2,617	
11/01/84	Omaha	-	109 806 1,249 109	2,055 2,164 1,649	
11/01/84	Hialeah	-	886 1,784 1,558 886	3,342 4,228 2,822	
12/01/84	Austin/Lamar	-	643 947 1,338 642	2,286 2,928 1,937	
12/01/84	Pompano	-	399 1,386 2,068 399	3,454 3,853 2,947	
12/01/84	Fort Worth	-	122 928 537 122	1,465 1,587 1,173	
12/01/84	Montgomeryville	-	215 2,085 1,519 215	3,604 3,819 3,000	
01/01/85	Cranston	-	175 722 824 175	1,546 1,721 1,300	
01/01/85	Bossier City	-	184 1,542 1,652 184	3,194 3,378 2,706	
02/01/85	Simi Valley	-	737 1,389 1,000 737	2,389 3,126 1,989	

PUBLIC STORAGE

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION

Date	2014 Encum-	Initial Cost Buildings & Improvements	Costs Subsequent Acquisition	Gross Carrying Amount At December 31, 2014	Land	Buildings	Total	Accumulated Depreciation
Acquired Description	branches	Improvements	Acquisition	Land	Buildings	Total	Depreciation	
02/01/85	Hurst	- 231	1,220 940	231	2,160	2,391	1,795	
03/01/85	Chattanooga	- 202	1,573 1,994	202	3,567	3,769	2,974	
03/01/85	Portland	- 285	941 986	285	1,927	2,212	1,528	
03/01/85	Fern Park	- 144	1,107 869	144	1,976	2,120	1,654	
03/01/85	Fairfield	- 338	1,187 1,536	338	2,723	3,061	2,277	
03/01/85	Houston / Westheimer	- 850	1,179 1,170	850	2,349	3,199	2,144	
04/01/85	Austin/ S. First	- 778	1,282 1,370	778	2,652	3,430	2,221	
04/01/85	Cincinnati/ E. Kemper	- 232	1,573 1,374	232	2,947	3,179	2,460	
04/01/85	Cincinnati/ Colerain	- 253	1,717 1,882	253	3,599	3,852	3,068	
04/01/85	Florence/ Tanner Lane	- 218	1,477 1,743	218	3,220	3,438	2,713	
04/01/85	Laguna Hills	- 1,224	3,303 1,817	1,223	5,121	6,344	4,261	
05/01/85	Tacoma/ Phillips Rd.	- 396	1,204 1,173	396	2,377	2,773	1,954	
05/01/85	Milwaukie/ Mcloughlin	- 458	742 1,366	458	2,108	2,566	1,680	
05/01/85	Manchester/ S. Willow	- 371	2,129 1,117	371	3,246	3,617	2,724	
05/01/85	Longwood	- 355	1,645 1,369	355	3,014	3,369	2,559	
05/01/85	Columbus/Busch Blvd.	- 202	1,559 1,666	202	3,225	3,427	2,704	
05/01/85	Columbus/Kinnear Rd.	- 241	1,865 1,802	241	3,667	3,908	3,071	
05/01/85	Worthington	- 221	1,824 1,621	221	3,445	3,666	2,866	
05/01/85	Arlington	- 201	1,497 1,624	201	3,121	3,322	2,628	
06/01/85	N. Hollywood/ Raymer	- 967	848 6,405	968	7,252	8,220	3,114	
06/01/85	Grove City/ Marlane Drive	- 150	1,157 1,142	150	2,299	2,449	1,931	
06/01/85	Reynoldsburg	- 204	1,568 1,670	204	3,238	3,442	2,759	
07/01/85	San Diego/ Kearny Mesa Rd	- 783	1,750 1,557	783	3,307	4,090	2,774	
07/01/85	Scottsdale/ 70th St	- 632	1,368 1,450	632	2,818	3,450	2,267	
07/01/85	Concord/ Hwy 29	- 150	750 1,376	150	2,126	2,276	1,773	
07/01/85	Columbus/Morse Rd.	- 195	1,510 1,541	195	3,051	3,246	2,448	
07/01/85	Columbus/Kenney Rd.	- 199	1,531 1,482	199	3,013	3,212	2,566	
07/01/85	Westerville	- 199	1,517 1,684	305	3,095	3,400	2,568	
07/01/85	Springfield	- 90	699 1,009	90	1,708	1,798	1,410	
07/01/85	Dayton/Needmore Road	- 144	1,108 1,219	144	2,327	2,471	1,898	

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PUBLIC STORAGE

SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION

Date	2014 Encum-	Initial Cost Buildings & Improvements	Costs Subsequent Acquisition	Gross Carrying Amount At December 31, 2014			Accumulated to Depreciation
Acquired Description	branches	Land	Buildings	Total			
07/01/85 Dayton/Executive Blvd.	-	160	1,207	1,536	159	2,744	2,903
07/01/85 Lilburn	-	331	969	873	330	1,843	2,173
09/01/85 Columbus/ Sinclair	-	307	893	1,232	307	2,125	2,432
09/01/85 Philadelphia/ Tacony St	-	118	1,782	1,454	118	3,236	3,354
10/01/85 N. Hollywood/ Whitsett	-	1,524	2,576	1,836	1,524	4,412	5,936
10/01/85 Portland/ SE 82nd St	-	354	496	890	354	1,386	1,740
10/01/85 Columbus/ Ambleside	-	124	1,526	1,054	124	2,580	2,704
10/01/85 Indianapolis/ Pike Place	-	229	1,531	1,550	229	3,081	3,310
10/01/85 Indianapolis/ Beach Grove	-	198	1,342	1,352	198	2,694	2,892
10/01/85 Hartford/ Roberts	-	219	1,481	6,990	409	8,281	8,690
10/01/85 Wichita/ S. Rock Rd.	-	501	1,478	1,448	642	2,785	3,427
10/01/85 Wichita/ E. Harry	-	313	1,050	933	285	2,011	2,296
10/01/85 Wichita/ S. Woodlawn	-	263	905	968	263	1,873	2,136
10/01/85 Wichita/ E. Kellogg	-	185	658	415	185	1,073	1,258
10/01/85 Wichita/ S. Tyler	-	294	1,004	854	294	1,858	2,152
10/01/85 Wichita/ W. Maple	-	234	805	522	234	1,327	1,561
10/01/85 Wichita/ Carey Lane	-	192	674	615	192	1,289	1,481
10/01/85 Wichita/ E. Macarthur	-	220	775	477	220	1,252	1,472
10/01/85 Joplin/ S. Range Line	-	264	904	803	264	1,707	1,971
10/01/85 San Antonio/ Wetmore Rd.	-	306	1,079	1,510	306	2,589	2,895
10/01/85 San Antonio/ Callaghan	-	288	1,016	1,252	288	2,268	2,556
10/01/85 San Antonio/ Zarzamora	-	364	1,281	1,645	364	2,926	3,290
10/01/85 San Antonio/ Hackberry	-	388	1,367	3,987	388	5,354	5,742
10/01/85 San Antonio/ Fredericksburg	-	287	1,009	1,564	287	2,573	2,860
10/01/85 Dallas/ S. Westmoreland	-	474	1,670	1,336	474	3,006	3,480
10/01/85 Dallas/ Alvin St.	-	359	1,266	1,329	359	2,595	2,954
10/01/85 Fort Worth/ W. Beach St.	-	356	1,252	1,001	356	2,253	2,609
10/01/85 Fort Worth/ E. Seminary	-	382	1,346	1,051	382	2,397	2,779
10/01/85 Fort Worth/ Cockrell St.	-	323	1,136	865	323	2,001	2,324
11/01/85 Everett/ Evergreen	-	706	2,294	2,120	705	4,415	5,120

PUBLIC STORAGE
SCHEDULE III - REAL
ESTATE AND
ACCUMULATED
DEPRECIATION