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PUBLIC STORAGE INC /CA
Form S-3MEF
September 05, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 5, 2001
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

PUBLIC STORAGE, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

CALIFORNIA
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

701 WESTERN AVENUE
GLENDALE, CALIFORNIA 91201
(818) 244-8080
(ADDRESS, INCLUDING ZIP CODE, AND
TELEPHONE NUMBER, INCLUDING
AREA CODE, OF REGISTRANT'S PRINCIPAL
EXECUTIVE OFFICES)

95-3551121
(I.R.S. EMPLOYER IDENTIFICATION NO.)
HARVEY LENKIN
PUBLIC STORAGE, INC.
701 WESTERN AVENUE
GLENDALE, CALIFORNIA 91201
(818) 244-8080
(NAME, ADDRESS, INCLUDING ZIP
CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF
AGENT FOR SERVICE)

COPIES TO:
DAVID GOLDBERG, ESQ.
PUBLIC STORAGE, INC.
701 WESTERN AVENUE
GLENDALE, CALIFORNIA 91201

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
AS SOON AS PRACTICABLE AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-81041

If this Form is a post-effective amendment filed pursuant to Rule 462(a) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement

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for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement hereby incorporates in its entirety by reference the contents of the Registrant's Registration Statement on Form S-3 (File No. 333-81041).

CALCULATION OF REGISTRATION FEE

| TITLE OF SHARES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM AGGREGATE PRICE PER SHARE | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE | AMOUNT OF REGISTRATION FEE |
|-------------------------------------------------------------------------------------------------------------------|-------------------------------|-----------------------------------------------------|----------------------------------------------------|----------------------------------|
| 8.000% Cumulative Preferred Stock, Series R, \$.01 par value per share (the "Preferred Stock")..... | (1) | (2) | (1) (2) | N |
| Depository Shares Each Representing 1/1,000 of a Share of Preferred Stock (the "Depository Shares")..... | 3,396,400 | \$25.00 | \$84,910,000 | \$21,2 |
| Total..... | \$84,910,000 | (2) | \$84,910,000 | \$21,2 |

- (1) There is being registered hereunder shares of Preferred Stock, and Depository Shares representing 1/1,000 of a share of Preferred Stock. Depository Receipts will be distributed to those persons acquiring such fractional interests and the shares of Preferred Stock will be issued to a Depository under a Deposit Agreement.
- (2) No separate consideration will be received for any Preferred Stock represented by Depository Shares.
- (3) Calculated pursuant to Rule 457(o) of the rules and regulations under the Securities Act of 1933, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glendale, State of California, on the 5th day of September, 2001.

PUBLIC STORAGE, INC.

By: /s/ B. Wayne Hughes

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 B. Wayne Hughes, Chairman of the Board

Each person whose signature appears below hereby authorizes B. Wayne Hughes and Harvey Lenkin, and each of them, as attorney-in-fact, to sign on his behalf, individually and in each capacity stated below, any amendment, including post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | CAPACITY ----- | DATE ----- |
|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-------------------|
| /s/ B. Wayne Hughes ----- B. Wayne Hughes | Chairman of the Board, Chief Executive Officer and Director (principal executive officer) | September 5, 2001 |
| /s/ Harvey Lenkin ----- Harvey Lenkin | President and Director | September 5, 2001 |
| /s/ Marvin M. Lotz ----- Marvin M. Lotz | Senior Vice President and Director | September 5, 2001 |
| /s/ B. Wayne Hughes, Jr. ----- B. Wayne Hughes, Jr. | Vice President and Director | September 5, 2001 |
| /s/ John Reyes ----- John Reyes | Senior Vice President and Chief Financial Officer (principal financial officer and principal accounting officer) | September 5, 2001 |
| /s/ Robert J. Abernethy ----- Robert J. Abernethy | Director | September 5, 2001 |
| /s/ Dann V. Angeloff ----- Dann V. Angeloff | Director | September 5, 2001 |
| /s/ William C. Baker ----- William C. Baker | Director | September 5, 2001 |
| ----- Thomas J. Barrack, Jr. | Director | |

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/s/ Uri P. Harkham

Director

September 5, 2001

Uri P. Harkham

Director

Daniel C. Staton

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|----------------|----------------------------------------------------------------------------------|
| ----- | ----- |
| 5.1 | Opinion of David Goldberg as to the legality of the securities being registered. |
| 8.1 | Opinion of Hogan & Hartson L.L.P. re tax matters. |
| 23.1 | Consent of Independent Auditors. |
| 23.2 | Consent of David Goldberg (included in Exhibit 5.1). |
| 23.3 | Consent of Hogan & Hartson L.L.P. (included in Exhibit 8.1). |