Edgar Filing: WEHRLY MARK C - Form 4

WEHRLY M Form 4	MARK C										
May 22, 20	ЛЛ									OMB AF	PPROVAL
	• UNITED	STATES						SE CO	OMMISSION	OMB Number:	3235-0287
Check th if no lon subject t Section Form 4 e Form 5	so 16. or Filed pu	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Expires: January 3 200 Estimated average burden hours per response 0	
obligatio may con <i>See</i> Instr 1(b).	ntinue. Section 17 ruction	(a) of the	Public U	tility Ho	oldi		iny A	ct of 1	1935 or Section	I	
(Print or Type	-										
	Address of Reporting IN PARTNERS I		Symbol			Ticker or Tra			5. Relationship of ssuer		
			Hudson Pacific Properties, Inc. [HPP]					(Check	heck all applicable)		
MANAGE	(First) (LLON CAPITAI MENT, L.L.C.,, (E PLAZA, SUIT	ONE		of Earliest (Day/Year) 2012		isaction		- t	pelow)	X 10% itleX Oth below) Group Owning	er (specify
	(Street) NCISCO, CA 941			endment, I onth/Day/Ye		original		-	5. Individual or Joi Applicable Line) Form filed by Oi _X_ Form filed by M Person	ne Reporting Per	rson
(City)	(State)	(Zip)	Tab	le I - Non-	-De	rivative Sec	urities	s Acqui	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	iom (I	. Securities A r Disposed o Instr. 3, 4 and	of (D) d 5) (A)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
G				Code V	1	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	05/18/2012			Р	6	15,186	A	\$ 15	2,507,358	D (1) (2) (3)	
Common Stock, par value \$0.01 per share	05/18/2012			Р	1	,245,307	A	\$ 15	8,746,648	D (1) (2) (4)	

Edgar Filing: WEHRLY MARK C - Form 4

Common Stock, par value \$0.01 per share	05/18/2012	Р	139,507	А	\$ 15	979,855	$\frac{\mathbf{D} (1)}{(10)} \underbrace{(2) (5)}_{(10)}$	
Common Stock, par value \$0.01 per share						12,233,861	Ι	See footnotes (1) (2) (6) $(7)(10)$
Common Stock, par value \$0.01 per share						12,233,861	I	See footnotes (1) (2) (6) (8) (9) (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio		Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					i, und 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				coue v	(11) (D)				Silaios		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FARALLON PARTNERS L L C/CA		Х		Member of Group Owning		
C/O FARALLON CAPITAL MANAGEMENT,				10%		
L.L.C.,						
ONE MARITIME PLAZA, SUITE 2100						

SAN FRANCISCO, CA 94111

,				
Roberts Thomas G. Jr. C/O FARALLON CAPITAL M L.L.C., ONE MARITIME PLAZA, SUI SAN FRANCISCO, CA 94111		Х	Member of Group 10%	Owning
Spokes Andrew J M C/O FARALLON CAPITAL M L.L.C. ONE MARITIME PLAZA, SUI SAN FRANCISCO, CA 94111		х	Member of Group 10%	Owning
STEYER THOMAS F C/O FARALLON CAPITAL M L.L.C. ONE MARITIME PLAZA, SUI SAN FRANCISCO, CA 94111		Х	Member of Group 10%	Owning
Warren John R. C/O FARALLON CAPITAL M L.L.C. ONE MARITIME PLAZA, SUI SAN FRANCISCO, CA 94111		Х	Member of Group 10%	Owning
WEHRLY MARK C C/O FARALLON CAPITAL M L.L.C. ONE MARITIME PLAZA, SUI SAN FRANCISCO, CA 94111		х	Member of Group 10%	Owning
Signatures				
/s/ Monica R. Landry, as attorne L.L.C.	ey-in-fact and/or authorized sig	gner for Farallon Partr	ners, 05	5/22/2012
	**Signature of Reporting Person			Date
/s/ Monica R. Landry, as attorne Jr.	ey-in-fact and/or authorized sig	gner for Thomas G. R	oberts, 05	5/22/2012
	**Signature of Reporting Person			Date
/s/ Monica R. Landry, as attorne Spokes.	ey-in-fact and/or authorized sig	gner for Andrew J.M.	05	5/22/2012
	**Signature of Reporting Person			Date
/s/ Monica R. Landry, as attorned	ey-in-fact and/or authorized sig	gner for Thomas F. St	eyer. 05	5/22/2012
	**Signature of Reporting Person			Date

 /s/ Monica R. Landry, as attorney-in-fact and/or authorized signer for John R. Warren.
 05/22/2012

 ***Signature of Reporting Person
 Date

 /s/ Monica R. Landry, as attorney-in-fact and/or authorized signer for Mark C. Wehrly.
 05/22/2012

 **Signature of Reporting Person
 Date

 Date
 Date

Signatures

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The entities and individuals identified in the footnotes of this Form 4 may be deemed members of a group holding equity securities of
 (1) the Issuer. The filing of this Form 4 and any statements included herein shall not be deemed to be an admission that such entities and individuals are members of such group.

Since the number of reporting persons that may be listed on a Form 4 is limited, the entities and individuals listed in these footnotes that are not reporting persons on this Form 4 are filing additional Forms 4 on the date hereof as reporting persons with respect to the securities described herein (the "Parallel Forms 4"). Information regarding these entities and individuals is included in this Form 4 for purposes of clarification and convenience only, and is duplicative of the information reported in the Parallel Forms 4.

- (3) The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P. ("FCP").
- (4) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners, L.P. ("FCIP").
- (5) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners III, L.P. ("FCIP III" and, together with FCP and FCIP, the "Farallon Funds").
- (6) The amount of securities shown in this row is owned directly by the Farallon Funds.

As the general partner of each of the Farallon Funds, Farallon Partners, L.L.C. ("FPLLC") may be deemed to be a beneficial owner of the Issuer's securities held by the Farallon Funds. FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "'34 Act"), or otherwise, except as to securities representing its pro rata interest in, and interest in the profits of, the Farallon Funds.

Each of Daniel J. Hirsch, Monica R. Landry, Michael G. Linn, Stephen L. Millham, Rajiv A. Patel, Thomas G. Roberts, Jr., John R. Warren and Mark C. Wehrly (collectively, the "Managing Members"), Andrew J.M. Spokes (the "Co-Senior Managing Member") and Thomas F. Steyer (the "Senior Managing Member"), as a managing member, co-senior managing member or senior managing member

(8) of FPLLC with the power to exercise investment discretion, may be deemed to be a beneficial owner of the Issuer's securities held by the Farallon Funds. Each of the Managing Members, the Co-Senior Managing Member and the Senior Managing Member disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the '34 Act or otherwise, except to the extent of his or her pecuniary interest, if any.

As a managing member of FPLLC with the power to exercise investment discretion, Richard B. Fried may be deemed to be a beneficial owner of the Issuer's securities held by the Farallon Funds. As a director of the Issuer, Fried is filing a separate Form 4 on the date

- (9) hereof to report his deemed beneficial ownership of the Issuer's securities held by the Farallon Funds. Fried disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the '34 Act or otherwise, except to the extent of his pecuniary interest, if any.
- (10) Includes the addition of one share of common stock inadvertently omitted from prior Forms 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.