

MISSION WEST PROPERTIES INC
 Form 4
 April 01, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERG CARL E

2. Issuer Name and Ticker or Trading Symbol
MISSION WEST PROPERTIES INC [MSW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/07/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

C/O BERG & BERG DEVELOPERS, 10050 BANDLEY DR

(Street)

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

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

CUPERTINO, CA 95014

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|----------|
| | | | Code | V | Amount | (D) | Price | |
| COMMON STOCK ⁽¹⁾ <u>(2) (7)</u> | 01/07/2009 | | C | | 2,000,000 | A | \$ 0 2,000,000 | D |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| LIMITED PARTNERSHIP UNITS ("LP UNITS") <u>(1)</u> <u>(3)</u> <u>(7)</u> | \$ 0 | 01/07/2009 | | C | 2,000,000 | 12/28/1999 | 12/31/2048 | COMMON STOCK |
| LP UNITS <u>(1)</u> <u>(4)</u> <u>(7)</u> | \$ 0 | | | | | 12/28/1999 | 12/31/2048 | COMMON STOCK |
| LP UNITS <u>(1)</u> <u>(5)</u> <u>(7)</u> | \$ 0 | | | | | 12/28/1999 | 12/31/2048 | COMMON STOCK |
| LP UNITS <u>(1)</u> <u>(6)</u> <u>(7)</u> | \$ 0 | | | | | 12/28/1999 | 12/31/2048 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BERG CARL E C/O BERG & BERG DEVELOPERS 10050 BANDLEY DR CUPERTINO, CA 95014 | X | X | CEO | |

Signatures

CARL E. BERG, AS AN INDIVIDUAL AND AS AN OFFICER OF REPORTING GROUP MEMBERS 04/01/2009

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) LP UNITS BECAME EXCHANGEABLE FOR COMMON STOCK ON OR AFTER DECEMBER 28, 1999 UNDER THE TERMS OF THE EXCHANGE RIGHTS AGREEMENT DATED DECEMBER 28, 1998 BETWEEN THE COMPANY AND LP UNIT HOLDERS. LP UNITS MAY BE EXCHANGED FOR AN EQUAL NUMBER OF SHARES OF THE COMPANY'S COMMON STOCK, OR AT THE ELECTION OF THE COMPANY, CASH EQUAL TO THE FAIR MARKET VALUE OF THE SHARES. THESE REPORTING PERSONS AND OTHER PERSONS WHO ARE MEMBERS OF THE "BERG GROUP" ARE SUBJECT TO AN AGGREGATE OWNERSHIP LIMIT EQUAL TO 20% OF THE OUTSTANDING SHARES OF COMMON STOCK, WHICH REPRESENTS A CONVERSION CAP ON THE TOTAL NUMBER OF SHARES THAT CAN BE ACQUIRED BY ANY REPORTING PERSON AND ALL OF THESE REPORTING PERSONS COMBINED. LP UNITS ARE CONVERTIBLE TO COMMON STOCK ON A 1:1 BASIS.

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(2) THESE SECURITIES ARE OWNED BY CARL BERG, THE DESIGNATED BENEFICIAL OWNER FOR THE REPORTING GROUP. ON JANUARY 7, 2009, CARL BERG CONVERTED 2,000,000 LP UNITS TO COMMON STOCK. CARL BERG HAS RETAINED OWNERSHIP THE COMMON STOCK.

(3) THESE LP UNITS ARE OWNED BY CARL BERG, THE DESIGNATED BENEFICIAL OWNER FOR THE REPORTING GROUP. ON JANUARY 7, 2009, CARL BERG CONVERTED 2,000,000 LP UNITS TO COMMON STOCK. CARL BERG HAS RETAINED OWNERSHIP OF THE COMMON STOCK.

(4) THE LP UNITS ARE OWNED BY BERG & BERG ENTERPRISES, INC., A MEMBER OF THE REPORTING GROUP WHOSE ADDRESS IS 10050 BANDLEY DRIVE, CUPERTINO, CA 95014.

(5) THESE LP UNITS ARE OWNED BY BERG & BERG ENTERPRISES, LLC, A MEMBER OF THE REPORTING GROUP WHOSE ADDRESS IS 10050 BANDLEY DRIVE, CUPERTINO, CA 95014.

(6) THE LP UNITS ARE OWNED BY WEST COAST VENTURE CAPITAL, INC., A MEMBER OF THE RPEROTING GROUP WHOSE ADDRESS IS 10050 BANDLEY DRIVE, CUPERTINO, CA 95014

(7) THE DESIGNATED BENEFICIAL OWNER DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SECURITIES REPORTED ON THE FORM 4. ALL REPORTING PERSONS DISCLAIM BENEFICIAL OWNERSHIP OF ALL SECURITIES EXCEPT TO THE EXTENT OF THEIR RESPECTIVE PECUNIARY INTERESTS THEREIN.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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