

MISSION WEST PROPERTIES INC
 Form 4
 June 09, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)
 06/06/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 CHAIRMAN & 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

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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.

- (3) THESE LP UNITS WERE CONTRIBUTED BY CARL BERG TO QUALIFYING CHARITABLE ORGANIZATIONS AND OTHERS.
- (4) THESE LP UNITS ARE OWNED BY CARL BERG, THE DESIGNATED BENEFICIAL OWNER FOR THE REPORTING GROUP.
- (5) THESE LP UNITS ARE OWNED BY WEST COAST VENTURE CAPITAL, INC. ("WCVC"), A MEMBER OF THE REPORTING GROUP.
- (6) THESE LP UNITS ARE OWNED BY BERG & BERG ENTERPIRSES, INC. ("BBI"), A MEMBER OF THE REPORTING GROUP.
- (7) THESE LP UNITS ARE OWNED BY BERG & BERG ENTERPRISES, LLC ("BBL"), A MEMBER OF THE REPORTING GROUP.

THE DESIGNATED BENEFICIAL OWNER DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SECURITIES ON THIS FORM 4.

- (8) 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.

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.