

HIGHWOODS PROPERTIES INC  
 Form 4  
 June 23, 2010

**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 \*  
**KAPLAN LAWRENCE S**

2. Issuer Name and Ticker or Trading Symbol  
**HIGHWOODS PROPERTIES INC  
 [HIW]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/21/2010**

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

**C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600**

(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

**RALEIGH, NC 27604**

(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)			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)
				Code	V	Amount or Price			
Common Stock	06/21/2010	06/21/2010	M			\$ 19.42	11,004	D	
Common Stock	06/21/2010	06/21/2010	M			\$ 21.17	12,279	D	
Common Stock	06/21/2010	06/21/2010	M			\$ 19.22	13,528	D	
Common Stock	06/21/2010	06/21/2010	M			\$ 16.02	15,073	D	
	06/21/2010	06/21/2010	S				9,845	D	

Common Stock \$ 31.33  
(1) (2)

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

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 (9-02)

**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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 19.42	06/21/2010	06/21/2010	M	1,159	07/29/2002	01/28/2012	Common Stock	1,159
Stock Option (right to buy)	\$ 21.17	06/21/2010	06/21/2010	M	1,275	10/23/2002	04/22/2012	Common Stock	1,275
Stock Option (right to buy)	\$ 19.22	06/21/2010	06/21/2010	M	1,249	01/29/2003	07/28/2012	Common Stock	1,249
Stock Option (right to buy)	\$ 16.02	06/21/2010	06/21/2010	M	1,545	05/06/2003	11/05/2012	Common Stock	1,545

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KAPLAN LAWRENCE S  
C/O HIGHWOODS PROPERTIES, INC. X  
3100 SMOKETREE COURT, SUITE 600  
RALEIGH, NC 27604

## Signatures

/s/Willis B. Howard Attorney-in-fact for Lawrence S.  
Kaplan

06/23/2010

\_\_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) Represents the weighted average sale price. Sale prices range from \$31.32- \$31.34
  - (2) Reporting person upon request by the Commission staff, the issuer, or a security holder of the issuer, will disclose full information regarding the number of shares purchased or sold at each separate price.

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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