

HARRIS MICHAEL E  
Form 4  
September 18, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
HARRIS MICHAEL E

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)  
09/14/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President & COO

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/14/2012	09/14/2012	M		4,575	A	\$ 18.89
Common Stock	09/14/2012	09/14/2012	S		4,575	D	\$ 34.09 (1) (2)
Common Stock	09/14/2012	09/14/2012	M		6,541	A	\$ 29.05
Common Stock	09/14/2012	09/14/2012	S		6,541	D	\$ 34.14

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						(1) (3)		
Common Stock	09/14/2012	09/14/2012	M	10,203	A	\$ 29.48	160,693	D
Common Stock	09/14/2012	09/14/2012	S	10,203	D	\$ 34.09 (1) (4)	150,490	D
Common Stock	08/27/2012	08/27/2012	G V	500	D	(5)	149,990	D

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)

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
Stock Option (right to buy)	\$ 18.89	09/14/2012	09/14/2012	M	4,575	(6) 02/29/2016	Common Stock	4,575
Stock Option (right to buy)	\$ 29.05	09/14/2012	09/14/2012	M	6,541	(6) 02/25/2017	Common Stock	6,541
Stock Option (right to buy)	\$ 29.48	09/14/2012	09/14/2012	M	10,203	(6) 03/02/2015	Common Stock	10,203

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

HARRIS MICHAEL E  
C/O HIGHWOODS PROPERTIES, INC.  
3100 SMOKETREE COURT, SUITE 600  
RALEIGH, NC 27604

Executive Vice President & COO

## Signatures

/s/Willis B. Howard Attorney-in-fact for Michael E.  
Harris

09/18/2012

\_\_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) The reporting person upon request by the Commission staff, the issuer, or a security holder of the issuer, agrees to disclose full information regarding the number of shares sold at each separate price.
  - (2) Represents the weighted average sale price. Sale prices range from \$34.00 - \$34.20
  - (3) Represents the weighted average sale price. Sale prices range from \$34.07- \$34.21
  - (4) Represents the weighted average sale price. Sale prices range from \$34.00 - \$34.16
  - (5) Gift of Stock to Community Foundation
  - (6) Options vests ratably over 4 years on March 1st of each year after the grant date.

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.