

HIGHWOODS PROPERTIES INC

Form 4

March 04, 2015

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

OMB APPROVAL

OMB
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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 *
Miller Jeffrey Douglas2. 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)
3100 SMOKETREE COURT,
SUITE 6003. Date of Earliest Transaction
(Month/Day/Year)
03/02/2015____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP/General Counsel & Sec.(Street)
RALEIGH, NC 276044. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/02/2015	03/02/2015	M		3,600	A \$ 33.93	74,965	D	
Common Stock	03/02/2015	03/02/2015	M		7,382	A \$ 36.5	82,347	D	
Common Stock	03/02/2015	03/02/2015	M		3,676	A \$ 37.71	86,023	D	
Common Stock	03/02/2015	03/02/2015	M		4,378	A \$ 32	90,401	D	
Common Stock	03/02/2015	03/02/2015	S		19,036	D \$ 46.13	71,365	D	

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(1) (2)

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. Fair Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 33.93	03/02/2015	03/02/2015	M		3,600		<u>(3)</u>	02/27/2018	Common Stock	3,600	\$
Stock Option (right to buy)	\$ 32	03/02/2015	03/02/2015	M		4,378		<u>(3)</u>	02/27/2019	Common Stock	4,378	
Stock Option (right to buy)	\$ 36.5	03/02/2015	03/02/2015	M		7,382		<u>(3)</u>	02/28/2020	Common Stock	7,382	\$
Stock Option (right to buy)	\$ 37.71	03/02/2015	03/02/2015	M		3,676		<u>(3)</u>	02/28/2024	Common Stock	3,676	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Jeffrey Douglas 3100 SMOKETREE COURT, SUITE 600			SVP/General Counsel & Sec.	

RALEIGH, NC 27604

Signatures

/s/Willis B. Howard Attorney-in-fact for Jeffrey D.
Miller

03/04/2015

__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 \$46.12- \$46.14
- (2) 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.
- (3) Options vest 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.

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