

PRIDGEN MACK D III
Form 4
August 11, 2006

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 *
PRIDGEN MACK D III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
VP, General Counsel

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2006

(Street)

RALEIGH, NC 27604

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

(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)
			Code	V	Amount or Price		
Common Stock	08/09/2006		M		300 A \$ 11.626	54,097	D
Common Stock	08/09/2006		S		300 D \$ 37.28	53,797	D
Common Stock	08/09/2006		M		100 A \$ 11.626	53,897	D
Common Stock	08/09/2006		S		100 D \$ 37.24	53,797	D
	08/09/2006		M		500 A	54,297	D

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Common Stock					\$ 11.626		
Common Stock	08/09/2006	S	500	D	\$ 37.21	53,797	D
Common Stock	08/09/2006	M	300	A	\$ 11.626	54,097	D
Common Stock	08/09/2006	S	300	D	\$ 37.18	53,797	D
Common Stock	08/09/2006	M	200	A	\$ 11.626	53,997	D
Common Stock	08/09/2006	S	200	D	\$ 37.17	53,797	D
Common Stock	08/09/2006	M	600	A	\$ 11.626	54,397	D
Common Stock	08/09/2006	S	600	D	\$ 37.16	53,797	D
Common Stock	08/09/2006	M	4,600	A	\$ 11.626	58,397	D
Common Stock	08/09/2006	S	4,600	D	\$ 37.15	53,797	D
Common Stock	08/09/2006	M	100	A	\$ 11.626	53,897	D
Common Stock	08/09/2006	S	100	D	\$ 37.14	53,797	D
Common Stock	08/09/2006	M	900	A	\$ 11.626	54,697	D
Common Stock	08/09/2006	S	900	D	\$ 37.12	53,797	D
Common Stock	08/09/2006	M	2,200	A	\$ 11.626	55,997	D
Common Stock	08/09/2006	S	2,200	D	\$ 37.11	53,797	D
Common Stock	08/09/2006	M	200	A	\$ 11.626	53,997	D
Common Stock	08/09/2006	S	200	D	\$ 37.1	53,797	D
Common Stock	08/09/2006	M	5,000	A	\$ 11.626	58,797	D
Common Stock	08/09/2006	S	5,000	D	\$ 36.9	53,797	D
	08/09/2006	S	10,200	D	\$ 37.64	43,597	D

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Common Stock							
Common Stock	08/09/2006	S	1,400	D	\$ 37.65	42,197	D
Common Stock	08/09/2006	S	500	D	\$ 37.66	41,697	D
Common Stock	08/09/2006	S	200	D	\$ 37.7	41,497	D
Common Stock	08/09/2006	S	2,600	D	\$ 37.71	38,897	D
Common Stock	08/09/2006	S	1,500	D	\$ 37.72	37,397	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 11.626	08/09/2006		M	15,000	<u>(1)</u> 12/31/2006	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRIDGEN MACK D III C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604			VP, General Counsel	

Signatures

/s/Mack D.
Pridgen, III

08/11/2006

__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) Option vests ratably on the first through fourth anniversaries of grant date.

Remarks:

Form 1 of 2.

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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