

HIGHWOODS PROPERTIES INC

Form 4

May 06, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Jeffrey Douglas

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)

6125 WILKINSBURG RD.

(Street)

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

05/02/2014

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

V.P./General Counsel & Sec.

4. 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

RALEIGH, NC 27612

(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 Indirect Beneficial (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/02/2014	05/02/2014	M		4,696	A	\$ 29.05	72,221 D
Common Stock	05/02/2014	05/02/2014	M		8,756	A	\$ 32	80,977 D
Common Stock	05/02/2014	05/02/2014	M		10,799	A	\$ 33.93	91,776 D
Common Stock	05/02/2014	05/02/2014	S		24,251	D	\$ 40.38 (1) (2)	67,525 D

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)	\$ 29.05	05/02/2014	05/02/2014	M	4,696	<u>(3)</u>	02/25/2017	Common Stock		4,696
Stock Option (right to buy)	\$ 32	05/02/2014	05/02/2014	M	8,756	<u>(3)</u>	02/27/2019	Common Stock		8,756
Stock Option (right to buy)	\$ 33.93	05/02/2014	05/02/2014	M	10,799	<u>(3)</u>	02/27/2018	Common Stock		10,799

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Miller Jeffrey Douglas 6125 WILKINSBURG RD. RALEIGH, NC 27612	V.P./General Counsel & Sec.

Signatures

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

05/06/2014

__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 \$40.25 - \$40.76
- (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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