

COUSINS PROPERTIES INC  
Form 8-K  
May 05, 2011

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 3, 2011**

**Cousins Properties Incorporated**

(Exact name of registrant as specified in its charter)

**Georgia**

(State or other Jurisdiction of  
Incorporation)

**001-11312**

(Commission File Number)

**58-0869052**

(IRS Employer Identification No.)

**191 Peachtree Street NE, Suite 500, Atlanta, Georgia 30303-1740**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(404) 407-1000**

**Not applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 3, 2011, Cousins Properties Incorporated (the Company) held its annual meeting of shareholders. Proxies for the meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. The following matters were submitted to a vote of the shareholders.

Proposal 1 votes regarding the election of ten directors for a term expiring in 2012 were as follows:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Erskine B. Bowles	88,465,944	1,028,944	7,630,669
Tom G. Charlesworth	89,007,929	486,960	7,630,669
James D. Edwards	88,215,550	1,279,339	7,630,669
Lawrence L. Gellerstedt, III	88,923,973	570,915	7,630,669
Lillian C. Giornelli	68,344,878	21,150,010	7,630,669
S. Taylor Glover	89,220,313	274,576	7,630,669
James H. Hance, Jr.	87,176,172	2,318,717	7,630,669
William B. Harrison, Jr.	88,218,598	1,276,291	7,630,669
William Porter Payne	88,132,238	1,362,650	7,630,669
R. Dary Stone	88,926,680	568,208	7,630,669

Proposal 2 the advisory votes on executive compensation, often referred to as say on pay, were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
82,576,188	5,424,876	1,493,819	7,630,674

Proposal 3 the advisory votes on the frequency of future advisory votes on executive compensation, often referred to as say when on pay, were as follows:

<b>One year</b>	<b>Two years</b>	<b>Three years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
72,176,578	8,204,271	7,917,798	1,196,239	7,630,672

Proposal 4 votes on a proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
94,203,770	2,866,718	55,070

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 5, 2011

COUSINS PROPERTIES INCORPORATED

By: /s/ Robert M. Jackson

Robert M. Jackson

Senior Vice President, General Counsel  
and Corporate Secretary