

HARRIS MICHAEL E

Form 4

March 07, 2011

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

OMB APPROVAL

OMB
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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 E2. 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)
03/04/2011____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President & COOC/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)
__X__ 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 (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	03/04/2011	03/04/2011	M		12,875	A	\$ 18.89	158,464	D	
Common Stock	03/04/2011	03/04/2001	M		6,541	A	\$ 29.05	165,005	D	
Common Stock	03/04/2011	03/04/2001	M		20,406	A	\$ 29.48	185,411	D	
Common Stock	03/04/2011	03/04/2011	M		33,606	A	\$ 32.37	219,017	D	
	03/04/2011	03/04/2011	S		73,428	D		145,589	D	

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Common
Stock

\$
34.01
(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. Amount or Number of Shares (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 18.89	03/04/2011	03/04/2011	M		12,875		<u>(3)</u>	02/29/2016	Common Stock	12,875
Stock Option (right to buy)	\$ 29.05	03/04/2011	03/04/2011	M		6,541		<u>(3)</u>	02/25/2017	Common Stock	6,541
Stock Option (right to buy)	\$ 32.37	03/04/2011	03/04/2011	M		33,606		<u>(3)</u>	02/28/2013	Common Stock	33,606
Stock Option (right to buy)	\$ 29.48	03/04/2011	03/04/2011	M		20,406		<u>(3)</u>	03/02/2015	Common Stock	20,406

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARRIS MICHAEL E
C/O HIGHWOODS PROPERTIES, INC.

Executive Vice President & COO

3100 SMOKETREE COURT, SUITE 600
RALEIGH, NC 27604

Signatures

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

Harris

03/07/2011

____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 \$34.00- \$34.06
- (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 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.

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