

HIGHWOODS PROPERTIES INC  
 Form 4  
 March 03, 2017

**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 \*  
 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)  
 3100 SMOKETREE COURT,  
 SUITE 600  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/01/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, General Counsel & Sec.

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock <sup>(1)</sup>	03/01/2017	03/01/2017	A		8,608	A	\$ 0 74,266	D
Common Stock <sup>(2)</sup>	03/01/2017	03/01/2017	A		2,599	A	\$ 0 76,865	D
Common Stock <sup>(3)</sup>	03/01/2017	03/01/2017	F		4,635	D	\$ 0 72,230	D
Common Stock	03/01/2017	03/01/2017	M		3,690	A	\$ 36.5 75,920	D
Common Stock	03/01/2017	03/01/2017	M		3,676	A	\$ 37.71 79,596	D

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Common Stock	03/01/2017	03/01/2017	M	4,214	A	\$ 45.61	83,810	D
Common Stock	03/01/2017	03/01/2017	M	5,829	A	\$ 43.55	89,639	D
Common Stock	03/01/2017	03/01/2017	S	17,409	D	\$ 52.26 (4)	72,230	D
Common Stock	03/02/2017	03/02/2017	S	1,000	D	\$ 52.21 (5)	71,230	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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 52.49	03/01/2017	03/01/2017	A		16,500		(6)	02/28/2027	Common Stock	16,500
Employee Stock Option (right to buy)	\$ 36.5	03/01/2017	03/01/2017	M		3,690		(6)	02/28/2020	Common Stock	3,690
Employee Stock Option (right to buy)	\$ 37.71	03/01/2017	03/01/2017	M		3,676		(6)	02/28/2024	Common Stock	3,676
Employee Stock Option	\$ 45.61	03/01/2017	03/01/2017	M		4,214		(6)	02/27/2025	Common Stock	4,214

(right to  
buy)

Employee

Stock

Option  
(right to

buy)

\$ 43.55

03/01/2017

03/01/2017

M

5,829

(6)

02/28/2026

Common  
Stock

5,82

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director      10% Owner      Officer      Other

Miller Jeffrey Douglas  
3100 SMOKETREE COURT, SUITE 600  
RALEIGH, NC 27604

EVP,  
General  
Counsel &  
Sec.

## Signatures

/s/Jeffrey D.  
Miller

03/03/2017

\_\_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).

- Consists of time-based restricted stock that vests ratably over four years on March 1st of each year after the grant date and total return-based restricted stock that vests at the end of the applicable measurement period to the extent actual performance exceeds certain levels of performance.
- (1) return-based restricted stock that vests at the end of the applicable measurement period to the extent actual performance exceeds certain levels of performance.
  - (2) Represents the number of shares earned under the Company's Long-Term Incentive Plan - Total Shareholder Return Plan because the Company achieved above target levels of performance relative to predetermined goals.
  - (3) In accordance with the terms of the initial restricted stock award and in connection with the vesting of the award, the reporting person tendered a portion of the restricted stock award to the issuer in satisfaction of tax liabilities.
  - (4) Represents the weighted average sale price. Sale prices range from \$52.10 - \$52.61.
  - (5) Represents the weighted average sale price. Sale prices range from \$52.21 - \$52.22.
  - (6) Options vest ratably over four 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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