

HARRIS MICHAEL E
 Form 4
 September 18, 2012

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 *
HARRIS MICHAEL E

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President & COO

C/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)
 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 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 | 09/14/2012 | 09/14/2012 | M | 4,575 A \$ 18.89 | 155,065 | D | |
| Common Stock | 09/14/2012 | 09/14/2012 | S | 4,575 D \$ 34.09 (1) (2) | 150,490 | D | |
| Common Stock | 09/14/2012 | 09/14/2012 | M | 6,541 A \$ 29.05 | 157,031 | D | |
| Common Stock | 09/14/2012 | 09/14/2012 | S | 6,541 D \$ 34.14 | 150,490 | D | |

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| | | | | | | (1) (3) | | |
|--------------|------------|------------|-----|--------|---|---------------------|---------|---|
| Common Stock | 09/14/2012 | 09/14/2012 | M | 10,203 | A | \$ 29.48 | 160,693 | D |
| Common Stock | 09/14/2012 | 09/14/2012 | S | 10,203 | D | \$ 34.09 (1) (4) | 150,490 | D |
| Common Stock | 08/27/2012 | 08/27/2012 | G V | 500 | D | (5) | 149,990 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 18.89 | 09/14/2012 | 09/14/2012 | M | 4,575 | (6) 02/29/2016 | Common Stock | 4,575 |
| Stock Option (right to buy) | \$ 29.05 | 09/14/2012 | 09/14/2012 | M | 6,541 | (6) 02/25/2017 | Common Stock | 6,541 |
| Stock Option (right to buy) | \$ 29.48 | 09/14/2012 | 09/14/2012 | M | 10,203 | (6) 03/02/2015 | Common Stock | 10,203 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

HARRIS MICHAEL E
C/O HIGHWOODS PROPERTIES, INC.
3100 SMOKETREE COURT, SUITE 600
RALEIGH, NC 27604

Executive Vice President & COO

Signatures

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

09/18/2012

__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) 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.
 - (2) Represents the weighted average sale price. Sale prices range from \$34.00 - \$34.20
 - (3) Represents the weighted average sale price. Sale prices range from \$34.07- \$34.21
 - (4) Represents the weighted average sale price. Sale prices range from \$34.00 - \$34.16
 - (5) Gift of Stock to Community Foundation
 - (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.