

HIGHWOODS PROPERTIES INC  
 Form 4  
 August 02, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 ANDERSON GENE H

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)  
 07/31/2013

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

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 (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 (Instr. 4) |         |   |                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|----------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |         |   |                |
| Common Stock                    | 07/31/2013                           | 07/31/2013   | C <sup>(1)</sup>               |   | 400,000   | A  | \$ 36.28                          | 460,557 | I | By Partnership |
| Common Stock                    | 08/01/2013                           | 08/01/2013   | C <sup>(2)</sup>               |   | 259,211   | A  | \$ 36.4                           | 719,768 | I | By Partnership |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 64,777  | D |                |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 3,897   | I | By Spouse      |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| O.P. Units                                 | <u>(1)</u>   | 07/31/2013                           | 07/31/2013   | C <u>(1)</u>                   | 400,000   | <u>(1)</u> <u>(1)</u>                                    | Common Stock  | 400,000                       |
| O.P. Units                                 | <u>(2)</u>   | 08/01/2013                           | 08/01/2013   | C <u>(2)</u>                   | 259,211   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 259,211                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ANDERSON GENE H<br>C/O HIGHWOODS PROPERTIES, INC.<br>3100 SMOKETREE COURT, SUITE 600<br>RALEIGH, NC 27604 | X             |           |         |       |

## Signatures

/s/Willis B. Howard Attorney-in-fact for Gene H. Anderson  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

08/02/2013  
 \_\_\_\_\_  
 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 redeemed 400,000 units of limited partnership interest ("Units") of Highwoods Realty Limited Partnership, of which the issuer is the general partner. Units are redeemable for an equal number of shares of the issuer's Common Stock or, at the election of the issuer, cash equal to the fair market value of such shares. The issuer elected to redeem the reporting person's Units with Common Stock in a transaction exempt from Section 16(b) of the Exchange Act. The per share price reflects the closing price of shares of Common Stock as of July 31, 2013.
- (2) The reporting person redeemed 259,211 units of limited partnership interest ("Units") of Highwoods Realty Limited Partnership, of which the issuer is the general partner. Units are redeemable for an equal number of shares of the issuer's Common Stock or, at the election of the issuer, cash equal to the fair market value of such shares. The issuer elected to redeem the reporting person's Units with Common

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Stock in a transaction exempt from Section 16(b) of the Exchange Act. The per share price reflects the closing price of shares of Common Stock as of August 1, 2013.

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.