

FRITSCH EDWARD J
Form 4
March 08, 2013

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 *
FRITSCH EDWARD J

2. Issuer Name and Ticker or Trading Symbol
HIGHWOODS PROPERTIES INC
[HIW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)
C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2013

(Street)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/06/2013 | 03/06/2013 | M | | 24,655 | A | \$ 33.93 |
| Common Stock | 03/06/2013 | 03/06/2013 | S | | 24,655 | D | \$ 38.14 (1) (2) |
| Common Stock | 03/07/2013 | 03/07/2013 | M | | 3,600 | A | \$ 32 |
| Common Stock | 03/07/2013 | 03/07/2013 | S | | 3,600 | D | \$ 38.25 |

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(2) (3)

| | | | | | | | | | |
|--------------|------------|------------|---|--------|---|----------|---------|---|-------------|
| Common Stock | 03/08/2013 | 03/08/2013 | M | 11,391 | A | \$ 32 | 378,245 | D | |
| Common Stock | 03/08/2013 | 03/08/2013 | S | 11,391 | D | \$ 38.28 | 366,854 | D | |
| Common Stock | | | | | | | 70 | I | by Children |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | \$ 33.93 | 03/06/2013 | 03/06/2013 | M | 24,655 | (5) 02/28/2018 | Common Stock | 24,655 |
| Stock Option (right to buy) | \$ 32 | 03/07/2013 | 03/07/2013 | M | 3,600 | (5) 02/27/2019 | Common Stock | 3,600 |
| Stock Option (right to buy) | \$ 32 | 03/08/2013 | 03/08/2013 | M | 11,391 | (5) 02/27/2019 | Common Stock | 11,391 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRITSCH EDWARD J
C/O HIGHWOODS PROPERTIES, INC.
3100 SMOKETREE COURT, SUITE 600
RALEIGH, NC 27604

X

President
& CEO

Signatures

/s/Willis B. Howard Attorney-in-fact for Edward J.
Fritsch

03/08/2013

__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 \$38.09- \$38.19
- (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) Represents the weighted average sale price. Sale prices range from \$38.25 - \$38.26
- (4) Represents the weighted average sale price. Sale prices range from \$38.25- \$38.36
- (5) Options vest 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.