

ANDERSON GENE H  
Form 4  
March 21, 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 \*  
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)  
03/19/2013

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 Indirect Beneficial Ownership (Instr. 4) |        |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |        |   |           |
| Common Stock                    | 03/19/2013                           | 03/19/2013   | M                              | V   | 3,689   | A  | \$ 18.89  | 68,466 | D |           |
| Common Stock                    | 03/19/2013                           | 03/19/2013   | M                              | V   | 4,586   | A  | \$ 29.48  | 73,052 | D |           |
| Common Stock                    | 03/19/2013                           | 03/19/2013   | S                              | V   | 8,275   | D  | \$ 38.64  | 64,777 | D |           |
| Common Stock                    |                                      |  |                                |   |   |  |   | 3,897  | I | By Spouse |

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|              |         |   |                |
|--------------|---------|---|----------------|
| Common Stock | 63,947  | I | By Partnership |
| O.P. Units   | 719,211 | D |                |

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)                | \$ 18.89   | 03/19/2013                           | 03/19/2013   | M                              | 3,689   | <u>(3)</u> 02/28/2016                                    | Common Stock  | 3,689                         |
| Stock Option (right to buy)                | \$ 29.48   | 03/19/2013                           | 03/19/2013   | M                              | 4,586   | <u>(3)</u> 03/02/2015                                    | Common Stock  | 4,586                         |

## 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 03/21/2013

\_\_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 \$38.56 - \$38.73
- (2) Reporting person upon request by the Commission staff, the issuer, or a security holder of the issuer, will disclose full information regarding the number of shares purchased or sold at each separate price.
- (3) 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.

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