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POST PROPERTIES INC

Form 4

February 04, 2014

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

(Middle)

(Zip)

may continue. See Instruction

Check this box

if no longer

subject to

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

4401 NORTHSIDE

1. Name and Address of Reporting Person * STOCKERT DAVID P

(First)

2. Issuer Name and Ticker or Trading Symbol

POST PROPERTIES INC [PPS]

3. Date of Earliest Transaction

01/31/2014

(Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

President and CEO

PARKWAY, SUITE 800 (Street)

(State)

01/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

 $A^{(1)}$

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

I

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

ATLANTA, GA 30327-3057

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A) Code V Amount

(1)

(D) Price 14,490 \$0

(Instr. 3 and 4)

136,613 (2) D (1)

By spouse

Common

Common

Stock

Stock

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

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60,683

SEC 1474 (9-02)

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock option (right to buy)	\$ 46.93	01/31/2014		A	11,180	01/31/2015(3)	01/31/2024	Common Stock	11,18
Units in 401(k) Plan	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	2,035. (4) (5

Reporting Owners

Reporting Owner Name / Address	Keiationsinps			
	Director	10% Owner	Officer	Othe
STOCKERT DAVID P 4401 NORTHSIDE PARKWAY SUITE 800 ATLANTA, GA 30327-3057	X		President and CEO	

Signatures

/s/ Sherry Cohen, Power of Attorney 02/04/2014

**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) Restricted stock awarded under the company's Amended and Restated Post Properties, Inc. 2003 Incentive Stock Plan. Restricted stock vests one-third each year over a three year period beginning on 12/31/2014.
- (2) The balance includes 27,146 restricted shares that have not vested.
- Option vests one-third each year over a three year period beginning 01/31/2015. As the option vests the Reporting Person may elect to (3) treat the vested portion as a stock appreciation right and receive the value between the exercise price and the current market price in shares of common stock equal to the spread at the time of the exercise.
- (4) The issuer's outside administrator for the employees 401(k) plan holds issuer stock in a pooled fund as a participant investment option. Participant contributions designated to be invested in issuer common stock are accounted for as units of interest in the issuer fund. Each unit was valued at \$13.7092 as of 1/9/2014. The unit value will fluctuate with fluctuations in the value of the issuer common stock and the daily cash position. Dividends on the issuer common stock held in the issuer stock fund are included in the unit value. The number of

Reporting Owners 2

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shares of issuer stock attributable to the reporting person can be determined at any time by first multiplying the number of units in the reporting person's account by the then current unit price and dividing the total by the price of the issuer common stock. As of 1/9/2014, the reporting person held an equivalent of 2,035.66 shares in the issuer 401(k) Plan. The 401(k) plan is a "Qualified Plan" as defined in Rule 16b-3(b)(4).

(5) Issuer contributed 558.019432 units as a employer match contribution to Reporting Person's 401(k) plan for the issuer's 2013 fiscal year, which is an equivalent of 168.87 shares.

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.