POST PROPERTIES INC

Form 4 May 13, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16.

Check this box

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Common

Common

Stock

Stock

Stock

05/09/2014

05/09/2014

(Print or Type Responses)

	Address of Reporting T DAVID P	Symbol	PROPERTIES INC [PPS]	Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle) 3. Date	of Earliest Transaction	(,	
4401 NOR	ГHSIDE	(Month/ 05/09/	/Day/Year) /2014	X Director X Officer (give	e title Othe	Owner er (specify	
PARKWA	Y, SUITE 800			below)	below) sident and CEO		
	(Street)	4. If Am	nendment, Date Original	6. Individual or Jo	oint/Group Filin	g(Check	
ATLANTA	, GA 30327-305	`	onth/Day/Year)	Applicable Line) _X_ Form filed by Merson	One Reporting Per More than One Re		
(City)	(State)	(Zip) Tal	ble I - Non-Derivative Securities	Acquired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

13,377

5,799

D

M

F

 $\$ 0 \frac{(1)}{1}$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

 $151,712 \frac{(2)}{}$

145,913 (2)

60,683

D

D

I

By Spouse

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number.

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisal Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	eci
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No
Stock Option/Stock Appreciation Right (1)	\$ 40.15	05/09/2014		M	60,000 (1)	01/18/2009(1)	01/18/2016	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting of the remark remarks	Director	10% Owner	Officer	Other	
STOCKERT DAVID P 4401 NORTHSIDE PARKWAY SUITE 800 ATLANTA, GA 30327-3057	X		President and CEO		
Signatures					

/s/ Sherry W. Cohen, Power of 05/13/2014 Attorney

> **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).
- On January 18, 2006, reporting person received a grant of 60,000 shares under the Amended and Restated Post Properties, Inc. 2003 Incentive Stock Plan ("Plan"). The grant has fully vested. The terms of the grant provided the reporting person with a choice to treat the grant as options having an exercise price of \$40.15 or as a stock appreciation right ("SAR"). The reporting person choose to treat 60,000 shares as an SAR on the exercise date. Thus, the computation of the 13,377 shares received was determined as follows: difference between the \$51.67 fair market value on the date of exercise and the \$40.15 exercise price (\$11.52) times 60,000, then dividing that amount by the \$51.67 fair market value.
- (2) The balance includes 27,146 restricted shares that have not vested.

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.

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