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POST PROPERTIES INC

Form 4

August 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5. Relationship of Reporting Person(s) to

Ι

60,683

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

STOCKERT DAVID P			Symbol POSTER PROPERTIES IN GURDON					Issuer			
			POST	POST PROPERTIES INC [PPS]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
				(Month/Day/Year)				X_ Director 10% OwnerX_ Officer (give title Other (specify below)			
4401 NORT	08/04/2	08/04/2014									
PARKWAY, SUITE 800								President and CEO			
(Street) 4. If A				. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)							Applicable Line)				
								X Form filed by One Reporting Person Form filed by More than One Reporting			
ATLANTA, GA 30327-3057									Person		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative :	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	1.Title of 2. Transaction Date 2A. Deemed			3. 4. Securities Acquired			•	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Yea		eution Date, if Transaction(A) or Disposed of (D)							Indirect Beneficial	
(Instr. 3)		any (Month)	Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned			
		(IVIOIIII)	Duy/ I cui)	(Instr. 0)				Following			
						(A)		Reported	(Instr. 4)		
						or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	08/04/2014			M	38,925	A	<u>(1)</u>	191,550 (2)	D		
Stock					<u>(1)</u>			, <u> </u>			
Common	08/04/2014			F	16,874	D	\$	174,676 (2)	D		
Stock	00/04/2014			1	10,074	D	55.17	174,070 <u></u>	D		
Common Stock	08/05/2014			G	5,700	D	\$0	168,976 <u>(2)</u>	D		

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

By Spouse

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of
Stock Option/Stock Appreciation Right (1)	\$ 12.22	08/04/2014		M	50,000 (1)	02/09/2012(3)	02/09/2019	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	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 Attorney 08/06/2014

**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).

On February 9, 2009, reporting person received a grant of 80,000 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 \$12.22 or as a stock appreciation right ("SAR"). The reporting person choose to treat 50,000 shares as an SAR on the exercise date. Thus, the computation of the 38,925 shares received was determined as follows: difference between the \$55.17 fair market value on the date of exercise and the \$12.22 exercise price (\$42.95) times 50,000, then dividing that amount by the \$55.17 fair market value.

(2) The balance includes 27,146 restricted shares that have not vested.

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(3) Option/SAR fully vested.

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