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POST PROPERTIES INC

Form 4

November 14, 2014

FORM 4

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

OMB 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

Section 16. Form 4 or Form 5 obligations SECURITIES

Estimated average burden hours per response... 0.5

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

Instruction 30(II) of the Investment Con

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Perso STOCKERT DAVID P	2. Issuer Name and Ticker or Trading Symbol POST PROPERTIES INC [PPS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle	3. Date of Earliest Transaction	(Check all applicable)		
4401 NORTHSIDE PARKWAY, SUITE 800	(Month/Day/Year) 11/12/2014	_X Director 10% Owner X Officer (give title Other (specify below) President and CEO		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ATLANTA, GA 30327-3057	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/12/2014		S	9,669	D	\$ 56.1733 (1)	133,272 (2)	D	
Common Stock	11/13/2014		M	16,063 (3)	A	<u>(3)</u>	149,335 (2)	D	
Common Stock	11/13/2014		F	6,963	D	\$ 57.25	142,372 (2)	D	
Common Stock							80,683	I	By Spouse

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

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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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of
Stock Option/Stock Appreciation Right (3)	\$ 18.3	11/13/2014		M	23,610 (3)	02/03/2013(4)	02/03/2020	Common Stock	2

Dolotionship

Reporting Owners

Reporting Owner Name / Address	Ketationships					
	Director	10% Owner	Officer	Other		
STOCKERT DAVID P						
4401 NORTHSIDE PARKWAY	X		President and CEO			

SUITE 800 ATLANTA, GA 30327-3057

Signatures

/s/ Sherry W. Cohen, Power of Attorney 11/14/2014

**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).
- The price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of prices for the transactions made was \$56.14 to \$56.195. Upon request by SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (2) The balance includes 27,146 restricted shares that have not vested.
- (3) On February 3, 2010, reporting person received a grant of 23,610 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 \$18.30 or as a stock appreciation right ("SAR"). The reporting person choose to treat 23,610 shares as a SAR on the exercise date. Thus, the computation of the 16,063 shares received was determined as follows: difference between

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the \$57.25 fair market value on the date of exercise and the \$18.30 exercise price (\$38.95) times 23,610, then dividing that amount by the \$57.25 fair market value.

(4) Options/SARs fully vested.

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