FRITSCH EDWARD J

Form 4 October 01, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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response...

if no longer subject to Section 16. Form 4 or

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * FRITSCH EDWARD J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HIGHWOODS PROPERTIES INC

[HIW]

09/30/2008

(Check all applicable)

President & CEO

10% Owner

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director X_ Officer (give title Other (specify below)

C/O HIGHWOODS PROPERTIES. INC., 3100 SMOKETREE COURT,

(Street)

SUITE 600

4. 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

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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 number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	Date Exer	cisable and	7. Title and A	Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration D	ate	Underlying S	Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					(Instr.
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A) (D) Date	Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of	
									Shares	
70.1								~		
Phantom	<u>(1)</u>	09/30/2008	09/30/2008	A	37.89	(2)	(3)	Common	37.89	\$ 27
Stock	117	07/30/2000	07/30/2000	11	37.07		<u> </u>	Stock	37.07	Ψ 2 /

Reporting Owners

Reporting Owner Name / Address	Relationships					
· F · · · G · · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
FRITSCH EDWARD J C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604	X		President & CEO			

Signatures

/s/Willis B. Howard Attorney-in-fact for Edward J. Fritsch 10/01/2008

**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) Security converts to cash price of common stock on a one-for-one basis.
- (2) Pursuant to required payout under the Plan.
- (3) There is no expiration date to payout election.

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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