ANDERSON GENE H

Form 4 April 02, 2009

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

7. Nature of

Ownership

(Instr. 4)

Indirect

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDERSON GENE H

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HIGHWOODS PROPERTIES INC [HIW]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

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

Sr. Vice President

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

(Street)

(First)

SUITE 600

(Last)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

3.

(Instr. 8)

(Month/Day/Year)

03/31/2009

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

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

TransactionAcquired (A) or Code Disposed of (D)

4. Securities

(Instr. 3, 4 and 5)

5. Amount of 6. Ownership Form: Direct Securities Beneficially (D) or Indirect Beneficial Owned Following (Instr. 4)

Reported (A) Transaction(s) Code V Amount (D) Price

(Instr. 3 and 4)

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

(Month/Day/Year)

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 of	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative Expiration Date		ate	Underlying Securities		Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)		Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(Inst
	Derivative				or Disposed of					
	Security				(D)					
	•				(Instr. 3, 4,					
					and 5)					
				C 1 W	(A) (D)	ъ.	E	TT: 41		
				Code V	(A) (D)		Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of Shares	
Phantom								Common		
	<u>(1)</u>	03/31/2009	03/31/2009	A	121.88	(2)	(3)		121.88	\$ 1
Stock								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships					
2	Director	10% Owner	Officer	Other		
ANDERSON GENE H						
C/O HIGHWOODS PROPERTIES, INC.	X		Sr. Vice President			
3100 SMOKETREE COURT, SUITE 600			Sr. vice President			
RALEIGH, NC 27604						

Signatures

/s/Willis B. Howard Attorney-in-fact for Gene H.
Anderson

04/02/2009

**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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