

Roper Pamela F
Form 3
October 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Roper Pamela F | | (Month/Day/Year) | COUSINS PROPERTIES INC [CUZ] | |
| (Last) | (First) | (Middle) | 10/01/2012 | |
| 191 PEACHTREE STREET | | 4. Relationship of Reporting Person(s) to Issuer | | |
| NE, SUITE 500 | | (Check all applicable) | | |
| (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President | | |
| ATLANTA, GA 30303 | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 9,432 ⁽¹⁾ | D | |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------------|----------------------------|---|
| Stock Options (Right to Buy) ⁽²⁾ | 12/08/2005 | 12/08/2014 | Common Stock | 1,758 | \$ 28.44 | D | Â |
| Stock Options (Right to Buy) ⁽²⁾ | 12/09/2006 | 12/09/2015 | Common Stock | 2,871 | \$ 26.11 | D | Â |
| Stock Options (Right to Buy) ⁽³⁾ | 12/11/2007 | 12/11/2016 | Common Stock | 2,776 | \$ 36 | D | Â |
| Stock Options (Right to Buy) ⁽³⁾ | 12/06/2008 | 12/06/2017 | Common Stock | 2,676 | \$ 24.27 | D | Â |
| Stock Options (Right to Buy) ⁽³⁾ | 12/06/2008 | 12/06/2017 | Common Stock | 1,444 | \$ 24.27 | D | Â |
| Stock Options (Right to Buy) ⁽²⁾ | 12/08/2005 | 12/08/2014 | Common Stock | 485 | \$ 28.44 | D | Â |
| Stock Options (Right to Buy) ⁽²⁾ | 12/09/2006 | 12/09/2015 | Common Stock | 96 | \$ 26.11 | D | Â |
| Stock Options (Right to Buy) ⁽³⁾ | 12/11/2007 | 12/11/2016 | Common Stock | 1,620 | \$ 36 | D | Â |
| Stock Options (Right to Buy) ⁽³⁾ | 12/06/2008 | 12/06/2017 | Common Stock | 484 | \$ 24.27 | D | Â |
| Stock Options (Right to Buy) ⁽³⁾ | 12/06/2008 | 12/06/2017 | Common Stock | 260 | \$ 24.27 | D | Â |
| Stock Options (Right to Buy) ⁽³⁾ | 02/16/2010 | 02/16/2019 | Common Stock | 2,317 | \$ 8.35 | D | Â |
| Stock Options (Right to Buy) ⁽³⁾ | 02/16/2010 | 02/16/2019 | Common Stock | 1,481 | \$ 8.35 | D | Â |
| Phantom Stock ⁽⁴⁾ | 02/16/2010 | 02/16/2013 | Common Stock | 230 | \$ 0 ⁽⁴⁾ | D | Â |
| Phantom Stock ⁽⁴⁾ | 02/16/2010 | 02/16/2013 | Common Stock | 147 | \$ 0 ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Roper Pamela F 191 PEACHTREE STREET NE SUITE 500 ATLANTA, GA 30303 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Kristin R. Myers, by Power of
Attorney

10/10/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 8,180 of restricted stock awarded under the Cousins Properties Incorporated (CPI) 2009 Incentive Stock Plan. While the shares are being held prior to vesting, the reporting person will have the right to receive all cash dividends and to vote the restricted shares. All unvested shares will forfeit upon termination of employment.

(2) Stock Options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. The options vest 25% per year on the anniversary date of the the grant date, with shares being 100% vested in year four of the grant term.

(3) These options were granted under the 1999 Incentive Stock Plan. These options will vest 25% per year on each anniversary date of the grant, with shares being 100% vested in year 4 of the grant term. The reporting person may, as an alternative to exercising the stock option right to purchase CPI stock, elect to exercise the related Stock Appreciation Right (SAR). The exercise of the SAR allows the reporting person to receive the number of whole shares of CPI stock equal to the difference between the fair market value of the stock on the date of exercise and the option price.

(4) Award of restricted stock units under Cousins Properties Incorporated (CPI) 2005 Restricted Stock Unit Plan. Each unit represents a right to receive a payment in cash equal to the average of the closing price of CPI's common stock on each trading day during the 30 day period ending on the date payment is due under the plan. These units will vest 25% per year on each anniversary date of the grant, with units being 100% vested in year 4 of the grant term. Unforfeited shares held prior to vesting will earn dividends paid annually but will not have shareholder rights. All unvested shares will forfeit upon termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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