HIGHWOODS PROPERTIES INC

Form 4 March 03, 2017

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction STATEMENT OF CHANGES IN 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Mulhern Mark F Issuer Symbol HIGHWOODS PROPERTIES INC (Check all applicable) [HIW] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 3100 SMOKETREE COURT. 03/01/2017 EVP/CFO SUITE 600 (Street) 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 2. Transaction Date 2A. Deemed 7. Nature of 1. Title of 3. 4. Securities Acquired 5. Amount of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Price Amount (D) Common 03/01/2017 \$0 D 03/01/2017 A 11,936 A 61,717 Stock (1) Common 03/01/2017 03/01/2017 3,439 \$0 D A A 65,156 Stock (2) Common 03/01/2017 03/01/2017 F 6,579 D \$0 58,577 D Stock (3) Common D 03/01/2017 03/01/2017 M 6,062 A \$ 39.2 64.639 Stock Common 11,682 A 03/01/2017 03/01/2017 M 76,321 D Stock

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Common Stock	03/01/2017	03/01/2017	M	8,078	A	\$ 43.55	84,399	D
Common Stock	03/01/2017	03/01/2017	S	25,822	D	\$ 52.34	58,577	D

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

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(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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (right to buy)	\$ 52.49	03/01/2017	03/01/2017	A	22,876		<u>(5)</u>	02/28/2027	Common Stock	22,
Employee Stock Option (right to buy)	\$ 39.2	03/01/2017	03/01/2017	M		6,062	<u>(5)</u>	09/29/2024	Common Stock	6,0
Employee Stock Option (right to buy)	\$ 45.61	03/01/2017	03/01/2017	M		11,682	<u>(5)</u>	02/27/2025	Common Stock	11,0
Employee Stock Option (right to buy)	\$ 43.55	03/01/2017	03/01/2017	M		8,078	(5)	02/28/2026	Common Stock	8,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mulhern Mark F

3100 SMOKETREE COURT, SUITE 600 EVP/CFO

RALEIGH, NC 27604

Signatures

/s/Jeffrey D. Miller Attorney in fact for Mark F.
Mulhern 03/03/2017

**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).
 - Consists of time-based restricted stock that vests ratably over four years on March 1st of each year after the grant date and total
- (1) return-based restricted stock that vests at the end of the applicable measurement period to the extent actual performance exceeds certain levels of performance.
- (2) Represents the number of shares earned under the Company's Long-Term Incentive Plan Total Shareholder Return Plan because the Company achieved above target levels of performance relative to predetermined goals.
- (3) In accordance with the terms of the initial restricted stock award and in connection with the vesting of the award, the reporting person tendered a portion of the restricted stock award to the issuer in satisfaction of tax liabilities.
- (4) Represents the weighted average sale price. Sale prices range from \$52.00 \$52.61.
- (5) Options vest ratably over four years on March 1st of each year after the grant date.

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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