HIGHWOODS PROPERTIES INC

Form 4 June 10, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

Check this box

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1940

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Penn Kevin E Issuer Symbol HIGHWOODS PROPERTIES INC (Check all applicable) [HIW] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 3100 SMOKETREE COURT. 06/06/2014 VP/Chief Strategy & Admin 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

2. Issuer Name and Ticker or Trading

RALEIGH, NC 27604

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
Common Stock	06/06/2014	06/06/2014	Code V	(A) or Amount (D) Price \$ 42.19	Following Reported Transaction(s) (Instr. 3 and 4) 21,785	(Instr. 4)	(Instr. 4)

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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5. Relationship of Reporting Person(s) to

Form filed by More than One Reporting

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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)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock (right to buy)	\$ 29.05	06/06/2014	06/06/2014	M	887	(2)	02/25/2017	Common Stock	887	\$
Common Stock (right to buy)	\$ 32	06/06/2014	06/06/2014	M	1,373	(2)	02/27/2019	Common Stock	1,373	
Common Stock (right to buy)	\$ 33.93	06/06/2014	06/06/2014	M	680	(2)	02/27/2018	Common Stock	680	\$
Common Stock (right to buy)	\$ 36.5	06/06/2014	06/06/2014	M	1,157	(2)	02/28/2020	Common Stock	1,157	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Penn Kevin E 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604

VP/Chief Strategy & Admin

Signatures

/s/Willis B. Howard Attorney-in-fact for Kevin E.
Penn 06/10/2014

**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).
- (1) The reporting person effectuated a net share settlement.

Reporting Owners 2

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(2) Options vest ratably over 4 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.