

HIGHWOODS PROPERTIES INC
 Form 4
 May 11, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Klinck Theodore J

2. Issuer Name and Ticker or Trading Symbol
 HIGHWOODS PROPERTIES INC
 [HIW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3100 SMOKETREE COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP/COO & Investment Officer

RALEIGH, NC 27604
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	05/09/2016	05/09/2016	M		2,277	\$ 31.36	D	
Common Stock	05/09/2016	05/09/2016	M		2,885	\$ 36.5	D	
Common Stock	05/09/2016	05/09/2016	M		2,873	\$ 37.71	D	
Common Stock	05/09/2016	05/09/2016	M		4,362	\$ 45.61	D	
Common Stock	05/09/2016	05/09/2016	S		12,397	\$ 48.86	D	

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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. Transaction Code (Instr. 8)	5. Number of 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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 31.36	05/09/2016	05/09/2016	M	2,277	<u>(2)</u> 03/11/2019	Common Stock	2,277
Employee Stock Option (right to buy)	\$ 36.5	05/09/2016	05/09/2016	M	2,885	<u>(2)</u> 02/28/2020	Common Stock	2,885
Employee Stock Option (right to buy)	\$ 37.71	05/09/2016	05/09/2016	M	2,873	<u>(2)</u> 02/28/2024	Common Stock	2,873
Employee Stock Option (right to buy)	\$ 45.61	05/09/2016	05/09/2016	M	4,362	<u>(2)</u> 02/27/2025	Common Stock	4,362

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP/COO & Investment Officer	

Klinck Theodore J
3100 SMOKETREE COURT
RALEIGH, NC 27604

Signatures

/s/Jeffrey D. Miller Attorney in fact for Theodore J.
Klinck

05/11/2016

__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) Represents the weighted average sale price. Sale prices range from \$48.77 - \$48.89.

(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.

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