

HIGHWOODS PROPERTIES INC

Form 8-K

June 22, 2009

**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 19, 2009

**HIGHWOODS PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction  
of incorporation or organization)

**001-13100**

(Commission  
File Number)

**56-1871668**

(I.R.S. Employer  
Identification Number)

**HIGHWOODS REALTY LIMITED PARTNERSHIP**

(Exact name of registrant as specified in its charter)

**North Carolina**

(State or other jurisdiction  
of incorporation or organization)

**000-21731**

(Commission  
File Number)

**56-1869557**

(I.R.S. Employer  
Identification Number)

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3100 Smoketree Court, Suite 600

Raleigh, North Carolina 27604

(Address of principal executive offices, zip code)

Registrants telephone number, including area code: (919) 872-4924

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Gene H. Anderson, 63, who has served as a director and senior vice president since our combination with Anderson Properties, Inc. in February 1997, will retire from the Company effective June 30, 2009. Mr. Anderson will continue to serve as a member of the Company's Board of Directors. On June 19, 2009, the Company and Mr. Anderson executed a retirement agreement providing that, among other things, all of Mr. Anderson's outstanding long-term equity incentive awards will be non-forfeitable and remain exercisable according to the terms of their original grants subject to the conditions described in the Company's retirement plan.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**No.      Description**

10.1      Highwoods Properties, Inc. Retirement Plan, effective as of March 1, 2006 (filed as part of the Company's  
Quarterly Report on Form 10-Q for the quarter ended September 30, 2007)

10.2      Retirement Agreement by and between the Company and Gene H. Anderson

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**HIGHWOODS PROPERTIES, INC.**

By:      /s/ JEFFREY D. MILLER  
**Jeffrey D. Miller**  
*Vice President, General Counsel and Secretary*

**HIGHWOODS REALTY LIMITED PARTNERSHIP**

By: Highwoods Properties, Inc., its general partner

By:      /s/ JEFFREY D. MILLER  
**Jeffrey D. Miller**  
*Vice President, General Counsel and Secretary*

Dated: June 22, 2009