## Edgar Filing: COUSINS THOMAS G - Form 4

COUSINS 7 Form 4	THOMAS G											
June 22, 201 FORN	14 <sub>UNITEI</sub>	D STATES		RITIES A			NGE	COMMISSIO				
Check this box if no longer   subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF   Section 16. SECURITIES   Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,   obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section   may continue. 30(h) of the Investment Company Act of 1940   (b). (Print or Type Responses)							Estimated average burden hours per response 0.5					
1. Name and A	Address of Reportir	ng Person <u>*</u>	Symbol	r Name <b>and</b> NS PROI			-	5. Relationship o Issuer (Cho	of Reporting F eck all applica			
(Last) (First) (Middle) 3. Date or (Month/E 191 PEACHTREE STREET, SUITE 06/18/2 3600				-	ransaction			below)	Officer (give title Other (specify			
ATLANTA	(Street) , GA 30303			endment, Dannent, Dannen, Danne	-	1		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	-	g Person		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Ac	quired, Disposed	of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Transaction Date 2A. Deemed		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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)		
Common Stock	06/18/2010			А	95,719 (1)	А	\$ 6.98	7,706,093	D			
Common Stock	06/18/2010			A	1,656 (1)	A	\$ 6.98	228,094 <u>(2)</u>	I	By A Grantor Trust		
Common Stock	06/18/2010			А	3,116 (1)	A	\$ 6.98	429,215 <u>(3)</u>	Ι	By a Limited Partnership		
Common Stock	06/18/2010			А	5,352 (1)	А	\$ 6 98	737,062 (4)	Ι	By Wife		

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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. onNumber	6. Date Exer Expiration D		7. Title Amoun		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	U	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
									Amount		
						Date	Expiration	0			
						Exercisable	Date		Number		
								C	I		

Code V (A) (D)

**Reporting Owners** 

Reporting Owner Name / Address	Relationships							
reporting o when really read too	Director	10% Owner	Officer	Other				
COUSINS THOMAS G 191 PEACHTREE STREET SUITE 3600 ATLANTA, GA 30303				Chairman Emeritus				
Signatures								

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

\*\*Signature of Reporting Person

06/22/2010 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).

Shares of common stock acquired as a result of the elective stock dividend paid on June 18, 2010. Shareholders elected, pursuant to the terms of the Prospectus Supplement filed May 11, 2010 ("Supplement"), to receive the dividend in all or partial stock. If all stock was

- (1) elected, shareholders received their entire dividend in stock. If partial stock was elected, shareholders received approximately \$0.05106 of the \$0.09 dividend in stock. The value of the shares distributed is \$6.98 per share which were valued at the average closing price on June 7, 8 and 9, 2010 pursuant to the terms of the Supplement.
- (2) Shares held by grantor trust.
- (3) Shares held by a limited partnership in which the partners are a limited liability company and a charitable lead annuity trust. The LLC members include the reporting person, the reporting person's wife and the reporting person's daughter. The reporting person disclaims

Shares

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beneficial interest in any shares to the extent he has no pecuniary interest.

(4) Shares held by the reporting person's wife. Reporting person disclaims all beneficial ownership of his wife's shares.

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.