

HIGHWOODS PROPERTIES INC  
Form 4  
March 03, 2017

**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 \*  
Miller Jeffrey Douglas

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,  
SUITE 600  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2017

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, General Counsel & Sec.

RALEIGH, NC 27604

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

(City) (State) (Zip)

**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 |            |            |            | 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) |
|---------------------------------|--------------------------------------|--|---------------------|------------|------------|------------|---|--|---|
|                                 |                                      |  | (A) or (D)          | (A) or (D) | (A) or (D) | (A) or (D) |   |  |   |
|                                 |                                      |  | Code                | V          | Amount     | Price      |   |  |   |
| Common Stock <sup>(1)</sup>     | 03/01/2017                           | 03/01/2017   | A                   |            | 8,608      | \$ 0       | 74,266  | D  |   |
| Common Stock <sup>(2)</sup>     | 03/01/2017                           | 03/01/2017   | A                   |            | 2,599      | \$ 0       | 76,865  | D  |   |
| Common Stock <sup>(3)</sup>     | 03/01/2017                           | 03/01/2017   | F                   |            | 4,635      | \$ 0       | 72,230  | D  |   |
| Common Stock                    | 03/01/2017                           | 03/01/2017   | M                   |            | 3,690      | \$ 36.5    | 75,920  | D  |   |
| Common Stock                    | 03/01/2017                           | 03/01/2017   | M                   |            | 3,676      | \$ 37.71   | 79,596  | D  |   |

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|              |            |            |   |        |   |                 |        |   |
|--------------|------------|------------|---|--------|---|-----------------|--------|---|
| Common Stock | 03/01/2017 | 03/01/2017 | M | 4,214  | A | \$ 45.61        | 83,810 | D |
| Common Stock | 03/01/2017 | 03/01/2017 | M | 5,829  | A | \$ 43.55        | 89,639 | D |
| Common Stock | 03/01/2017 | 03/01/2017 | S | 17,409 | D | \$ 52.26<br>(4) | 72,230 | D |
| Common Stock | 03/02/2017 | 03/02/2017 | S | 1,000  | D | \$ 52.21<br>(5) | 71,230 | D |

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

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SEC 1474  
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Option (right to buy)       | \$ 52.49   | 03/01/2017                           | 03/01/2017   | A                              | 16,500  | (6) 02/28/2027   | Common Stock  | 16,500                     |
| Employee Stock Option (right to buy)       | \$ 36.5  | 03/01/2017                           | 03/01/2017   | M                              | 3,690   | (6) 02/28/2020   | Common Stock  | 3,690                      |
| Employee Stock Option (right to buy)       | \$ 37.71   | 03/01/2017                           | 03/01/2017   | M                              | 3,676   | (6) 02/28/2024   | Common Stock  | 3,676                      |
| Employee Stock Option                      | \$ 45.61   | 03/01/2017                           | 03/01/2017   | M                              | 4,214   | (6) 02/27/2025   | Common Stock  | 4,214                      |

(right to  
buy)

Employee

Stock

Option  
(right to

buy)

|          |            |            |   |       |     |            |                 |      |
|----------|------------|------------|---|-------|-----|------------|-----------------|------|
| \$ 43.55 | 03/01/2017 | 03/01/2017 | M | 5,829 | (6) | 02/28/2026 | Common<br>Stock | 5,82 |
|----------|------------|------------|---|-------|-----|------------|-----------------|------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| Miller Jeffrey Douglas<br>3100 SMOKETREE COURT, SUITE 600<br>RALEIGH, NC 27604 |               |           | EVP,<br>General<br>Counsel &<br>Sec. |       |

## Signatures

/s/Jeffrey D.

Miller

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 return-based restricted stock that vests at the end of the applicable measurement period to the extent actual performance exceeds certain levels of performance.
- (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 \$52.10 - \$52.61.
  - (5) Represents the weighted average sale price. Sale prices range from \$52.21 - \$52.22.
  - (6) 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.

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