

HIGHWOODS PROPERTIES INC
 Form 4
 May 16, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 STEVENS TERRY L

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)
 C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2008

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, CFO

(Street)
 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 (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	(A) or (D)	Price	
Common Stock	05/15/2008		M		600	A	\$ 26.15 78,344	D
Common Stock	05/15/2008		M		600	D	\$ 36.74 77,744	D
Common Stock	05/15/2008		M		300	A	\$ 26.15 78,044	D
Common Stock	05/15/2008		M		300	D	\$ 36.73 77,744	D
	05/15/2008		M		300	A	\$ 26.15 78,044	D

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Common Stock							
Common Stock	05/15/2008	M	300	D	\$ 36.71	77,744	D
Common Stock	05/15/2008	M	600	A	\$ 26.15	78,344	D
Common Stock	05/15/2008	M	600	D	\$ 36.7	77,744	D
Common Stock	05/15/2008	M	500	A	\$ 26.15	78,244	D
Common Stock	05/15/2008	M	500	D	\$ 36.7	77,744	D
Common Stock	05/15/2008	M	500	A	\$ 26.15	78,244	D
Common Stock	05/15/2008	M	500	D	\$ 36.69	77,744	D
Common Stock	05/15/2008	M	300	A	\$ 26.15	78,044	D
Common Stock	05/15/2008	M	300	D	\$ 36.68	77,744	D
Common Stock	05/15/2008	M	287	A	\$ 26.15	78,031	D
Common Stock	05/15/2008	M	287	D	\$ 36.67	77,744	D
Common Stock	05/15/2008	M	1,600	A	\$ 26.15	79,344	D
Common Stock	05/15/2008	M	1,600	D	\$ 36.66	77,744	D
Common Stock	05/15/2008	M	791	A	\$ 26.27	78,535	D
Common Stock	05/15/2008	M	791	D	\$ 36.86	77,744	D
Common Stock	05/15/2008	M	349	A	\$ 26.27	78,093	D
Common Stock	05/15/2008	M	349	D	\$ 36.82	77,744	D
Common Stock	05/15/2008	M	200	A	\$ 26.27	77,944	D
Common Stock	05/15/2008	M	200	D	\$ 36.81	77,744	D
	05/15/2008	M	615	A	\$ 26.27	78,359	D

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Common Stock							
Common Stock	05/15/2008		M	615	D	\$ 36.8	77,744 D
Common Stock	05/14/2008		M	400	A	\$ 26.27	78,144 D
Common Stock	05/15/2008		M	400	D	\$ 36.79	77,744 D
Common Stock	05/15/2008		M	100	A	\$ 26.27	77,844 D
Common Stock	05/15/2008		M	100	D	\$ 36.785	77,744 D

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

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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. Fair Market Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 26.15	05/15/2008		M	4,987	<u>(1)</u>	02/28/2014	Common Stock	4,987 \$
Stock Option	\$ 26.27	05/15/2008		M	2,455	<u>(1)</u>	02/29/2012	Common Stock	2,455 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS TERRY L C/O HIGHWOODS PROPERTIES, INC.			VP, CFO	

3100 SMOKETREE COURT, SUITE 600
RALEIGH, NC 27604

Signatures

/s/Deborah A. Pike, Attorney-in-fact for Terry L.
Stevens

05/16/2008

__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) Option vests ratably on the first through fourth anniversaries of 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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