COUSINS PROPERTIES INC

Form 4

November 12, 2008

November	12, 2006											
FORI	M 4								OMB A	APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	r: 3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BEN SECURITI					N BENE	ENEFICIAL OWNERSHIP OF TIES				January 31, 2005 average urs per 0.5		
obligations may continue. See Instruction 16). 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	e Responses)											
BELL THOMAS D JR S							6	5. Relationship of Reporting Person(s) to Issuer				
		COUSINS PROPERTIES INC [CUZ]					(Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					_X_ Director 10% OwnerX_ Officer (give title Other (specify				
191 PEACHTREE STREET, SUITE 11/11/2008 3600						· · · · · · · · · · · · · · · · · · ·	below) Chairman and CEO					
Filed				. If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
ATLANT	A, GA 30303							Person	iore man one i	Ceporung		
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Secu	ırities Acqu	iired, Disposed of	, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	oror Dispos (Instr. 3,	ed of (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)		
Common Stock	11/11/2008			P	16,000	A	\$ 12.4034	285,211 <u>(2)</u>	D			
Common Stock								3,625 (1)	I	By Profit Sharing Plan		
Common Stock								17,955 <u>(3)</u>	I	By The Jennifer And Thomas Bell Family		

Foundation

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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 information contained in this form are not 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	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title a	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
	Derivative				Securities			(Instr. 3	and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date	Expiration e Date	Title N			
						Exercisable		of			
				Code V	(A) (D)				hares		
					(1-)			- 01			

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

BELL THOMAS D JR 191 PEACHTREE STREET SUITE 3600 ATLANTA, GA 30303

X Chairman and CEO

Signatures

/s/ Thomas D. Bell, Jr.

**Signature of Date
Reporting Person

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) Shares held by the reporting person as beneficiary in the Company's Profit Sharing Plan.
 - Includes 33,873 shares of restricted stock awarded under the Cousins Properties Incorporated (CPI) 1999 Incentive Stock Plan. These shares will vest 25% per year on each anniversary date of the grant, and CPI will hold these shares until such shares become vested.
- While the shares are being held prior to vesting, the reporting person will have the right to receive all cash dividends and to vote the restricted shares. All unvested shares will forfeit upon termination of employment.
- (3) Shares held by The Jennifer and Thomas Bell Family Foundation for which the reporting person and the reporting person's wife serve as co-trustees.

Reporting Owners 2

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SEC 1474

(9-02)

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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.