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Hamia Jahn D.L.

Form 4											
February 21,										PPROVAL	
FORM	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287			
Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATEM 5. Filed purs ¹⁵ Section 17(a	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								January 31 2005 average irs per 0.5	
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Harris John D Jr			2. Issuer Name and Ticker or Trading Symbol COUSINS PROPERTIES INC [CUZ]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 191 PEACH 500	(First) (M	iddle) SUITE	3. Date of (Month/Da 02/16/20	-	nsaction			Director X Officer (give below) Senio			
				endment, Date Original nth/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 Person 			
(City)	(State) (Zip)	Table	e I - Non-De	rivative S	Securi	ties Aco	uired, Disposed of	f. or Beneficial	llv Owned	
(Instr. 3) any		med on Date, if	3. Transactio Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/16/2012			M <u>(2)</u>	877	А	\$ 7.4	18,266 <u>(3)</u>	D		
Common Stock	02/16/2012			D	877	D	\$ 7.4	17,389 <u>(3)</u>	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. Transactic Code (Instr. 8)	5. Number onof 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. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	02/16/2012		M <u>(2)</u>	877	02/16/2010	02/16/2013	Common Stock	877	

Reporting Owners

Reporting Owner Name / Addu	·ess	Relationships							
	Director	10% Owner	Officer	Other					
Harris John D Jr 191 PEACHTREE STREE SUITE 500 ATLANTA, GA 30303	Г		Senior Vice President						
Signatures									
/s/ John D. Harris, Jr.	02/21/2012								
**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).

Award of restricted stock units under Cousins Properties Incorporated (CPI) 2005 Restricted Stock Unit Plan. Each unit represents a right to receive a payment in cash equal to the average of the closing price of CPI's common stock on each trading day during the 30 day period

(1) ending on the date payment is due under the plan. These units will vest 25% per year on each anniversary date of the grant, with units being 100% vested in year 4 of the grant term. Unforfeited shares held prior to vesting will earn dividends paid annually but will not have shareholder rights. All unvested shares will forfeit upon termination of employment.

Restricted stock units were granted under the Cousins Properties Incorporated 2005 Restricted Stock Unit Plan (the 2005 RSU Plan) and
(2) have vested as to 25% of the total units granted. As required under the 2005 RSU Plan, the vested units were settled for cash from CPI. Each restricted stock unit is the economic equivalent of one share of CPI common stock.

Includes 13,743 restricted stock awarded under the Cousins Properties Incorporated (CPI) 1999 and 2009 Incentive Stock Plan. 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.

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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