COUSINS PROPERTIES INC

Form 4 January 31, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Harris John D Jr

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

COUSINS PROPERTIES INC

[CUZ]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 01/29/2017

191 PEACHTREE STREET, SUITE

(State)

(First)

500

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner Director X_ Officer (give title Other (specify

Senior Vice President

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ATLANTA, GA 30303

	Tuble 1 Tion Berlium to Securities Hequiten, 2 Specieu vi, or Beneficial, 6 miles										
1.Title of	2. Transaction Date	3.	4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect			
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership		
		•				Following	(Instr. 4)	(Instr. 4)			
							Reported				
					(A)		Transaction(s)				
			G 1 17		or	ъ.	(Instr. 3 and 4)				
			Code V	Amount	(D)	Price					
Common	01/29/2017		F(1)	893	D	\$	26,362 (2)	D			
Stock	01/29/2017		1,(-)	093	ע	8.51	20,302 (-)	D			
Common	01/30/2017		$F^{(1)}$	653	D	\$	25,709 (3)	D			
Stock	01/30/2017		1.(-)	055	ט	8.43	23,109	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Harris John D Jr 191 PEACHTREE STREET **SUITE 500** ATLANTA, GA 30303

Senior Vice President

Signatures

/s/ John D. 01/31/2017 Harris, 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).
- Shares withheld from the vesting of restricted stock to pay the reporting person's tax liability as permitted under the 2009 Incentive Stock Plan.
- Includes 7,030 restricted stock awarded under the Cousins Properties Incorporated (CPI) 2009 Incentive Stock Plan. While the shares are (2) 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.
- Includes 5,341 restricted stock awarded under the Cousins Properties Incorporated (CPI) 2009 Incentive Stock Plan. While the shares are (3) 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. 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.

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