

HARRIS MICHAEL E  
 Form 4/A  
 February 22, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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 \*  
 HARRIS MICHAEL E

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)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/30/2004

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President & COO

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 10/01/2004

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

RALEIGH, NC 27604

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



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- (c) Represents losses and costs associated with phasing out corneal health products and the non-cash write-off of associated unrealizable net assets.
- (d) Represents the non-cash write-off of deferred financing costs related to the amendment and restatement of our credit facility in fiscal 2005 and fiscal 2006.
- (e) Represents non-cash charges related to the write-up of inventory acquired in the Ocular acquisition to reflect manufacturing profit acquired.

(f) Represents non-cash charges related to the write-off of acquired in-process research and development we incurred in connection with the Ocular acquisition in fiscal 2005 and the Neosurg Technologies, Inc. (NeoSurg) acquisition in fiscal 2006.

(g) Represents manufacturing and distribution start-up costs related primarily to the integration of Ocular and CVI. They consist of costs to:

Restructure manufacturing locations (products are manufactured in multiple facilities until a final location is operational).

Eliminate duplicate distribution locations (products are stored and shipped from several locations while central warehouses are completed).

Develop new manufacturing technologies, specifically silicone hydrogel manufacturing.

(h) Represents intellectual property and securities litigation expenses in fiscal 2006 that have not historically been part of our normal operations.

(i) Represents gains related to the unwinding of swap contracts in fiscal 2005.

(3) Adjusted to give effect to the Transactions as if they had occurred on October 31, 2006 for the Balance Sheet Data and the ratios derived therefrom and on November 1, 2005 for the Statement of Income Data and the ratios derived therefrom.

**Contractual Obligations and Commercial Commitments**

As of October 31, 2006, after giving pro forma effect to the offering of the notes and entering into our new credit facility, we had the following contractual obligations and commercial commitments:

Payments Due by Period	2007	2008	2010	2012 & Beyond
		& 2009	& 2011	
(in millions)				
<b>Contractual obligations:</b>				
Principal payments on long-term debt	\$ 0.4	\$ 0.3	\$ 0.2	\$ 730.3
Interest payments on long-term debt	45.5	91.0	91.0	82.2
Operating leases	23.1	34.6	27.2	45.7
<b>Total contractual obligations</b>	<b>69.0</b>	<b>125.9</b>	<b>118.4</b>	<b>858.2</b>
<b>Commercial commitments:</b>				
Stand-by letters of credit	0.3			
<b>Total</b>	<b>\$ 69.3</b>	<b>\$ 125.9</b>	<b>\$ 118.4</b>	<b>\$ 858.2</b>

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**FORWARD-LOOKING STATEMENTS**

This Current Report on Form 8-K includes forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. These include certain statements about our proposed offering, our contractual obligations, our capital commitments, selected adjusted credit statistics, Adjusted EBITDA, the integration of the Ocular Sciences, Inc. business, our capital resources, performance and results of operations. In addition, all statements regarding anticipated growth in our revenue, anticipated market conditions, planned product launches and results of operations are forward-looking. To identify these statements look for words like believes, expects, may, will, should, could, seeks, plans, estimates or anticipates and similar words or phrases. Discussions of strategy, plans or intentions often contain forward-looking statements. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties. These include the risk that acquired businesses will not be integrated successfully into CooperVision, Inc. (CVI) and CooperSurgical, Inc. (CSI), including the risk that we may not continue to realize anticipated benefits from our cost-cutting measures and inherent in accounting assumptions made in the acquisitions; the risks that CVI's new products will be delayed or not occur at all, or that sales will be limited following introduction due to manufacturing constraints or poor market acceptance; risks related to implementation of information technology systems covering our businesses and any delays in such implementation or other events which could result in management having to report a material weakness in the effectiveness of our internal control over financial reporting; risks with respect to the ultimate validity and enforceability of our patent applications and patents and the possible infringement of the intellectual property of others; and the impact of the NeoSurg Technologies, Inc., Inlet Medical, Inc., Select Medical Systems, Inc. and Lone Star Medical Products, Inc. acquisitions on CSI's and our revenue, earnings and margins.

Events, among others, that could cause our actual results and future actions to differ materially from those described in forward-looking statements include major changes in business conditions, a major disruption in the operations of our manufacturing or distribution facilities, new competitors or technologies, significant delays in new product introductions, the impact of an undetected virus on our computer systems, acquisition integration delays or costs, increases in interest rates, foreign currency exchange exposure, investments in research and development and other start-up projects, variations in stock option expenses caused by stock price movement or other assumptions inherent in accounting for stock options, dilution to earnings per share from acquisitions or issuing stock, worldwide regulatory issues, including product recalls and the effect of healthcare reform legislation, cost of complying with corporate governance requirements, changes in tax laws or their interpretation, changes in geographic profit mix effecting tax rates, significant environmental cleanup costs above those already accrued, litigation costs including any related settlements or judgments, the adverse effects of natural disasters on patients, practitioners and product distribution, cost of business divestitures, changes in expected utilization of recognized net operating loss carry forwards, the requirement to provide for a significant liability or to write off a significant asset, including impaired goodwill, changes in accounting principles or estimates and other events described in our Securities and Exchange Commission filings, including the Business and Risk Factors sections in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2006, as such Risk Factors may be updated in quarterly filings. We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COOPER COMPANIES, INC.

By /s/ Steven M. Neil  
Steven M. Neil

**Vice President and Chief Financial Officer**

Dated: January 29, 2007