## Edgar Filing: COUSINS PROPERTIES INC - Form 4

COUSINS F Form 4 August 27, 2	PROPERTIES INC									
Check th if no long subject to Section 1 Form 4 c Form 5	<b>I 4</b> UNITED STA UNITED STA	Wa	SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP OI SECURITIES			ERSHIP OF	OMB AF OMB Number: Expires: Estimated a burden hour response	•		
Form 5 obligations may continue. See Instruction 1(b). 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)									
			2. Issuer Name <b>and</b> Ticker or Trading Symbol COUSINS PROPERTIES INC [CUZ]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>08/24/2007</li></ul>			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President				
Filed(Mo						<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
ATLANTA, GA 30303							porting			
(City)	(State) (Zip)	) Tal	ole I - Non-	Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A (Month/Day/Year) Exc any (M	ecution Date, if	Code (Instr. 8)	4. Secur ord Dispo (Instr. 3, Amount	(A) or		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							18,378 <u>(1)</u>	D		
Common Stock	08/24/2007		Р	756	A	\$ 26.6378	4,774 <u>(2)</u>	Ι	By Profit Sharing Plan	

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.

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FLEMING JAMES A 191 PEACHTREE STREET SUITE 3600 ATLANTA, GA 30303			Executive Vice President				
Signatures							
James A.	100.000						

08/27/2007 Fleming

\*\*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).

Includes 5,021 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.

- (1) 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.
- (2) Shares held by the reporting person as beneficiary in the Company's Profit Sharing Plan.

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.