Edgar Filing: COUSINS THOMAS G - Form 5

COUSINS THOMAS G Form 5 February 12, 2009 FORM 5

Check this box if

no longer subject

to Section 16.

5 obligations

Form 4 or Form

#### OMB APPROVAL OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 January 31, Expires: 2005 Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per **OWNERSHIP OF SECURITIES** 1.0

may continu				response						
1(b). Form 3 Hole Reported Form 4	Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions									
1. Name and Ad COUSINS T	-	ing Person <u>*</u>	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)						
(Last) 191 PEACHT STREET, S		(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008	DirectorX_ 10% Owner _X_ Officer (give title Other (specify below) below) Director Emeritus						
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)						

#### ATLANTA, GAÂ 30303

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Se	curiti	es Acqu	uired, Disposed	of, or Benefici	ially 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. Securi Acquirec Disposec (Instr. 3, Amount	l (A) of l of (D 4 and (A) or	))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/15/2008	Â	G	8,245	D	\$0	7,278,238	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	216,540 <u>(1)</u>	I	By A Grantor Trust
Common Stock	Â	Â	Â	Â	Â	Â	407,471 <u>(2)</u>	I	By a Limited Partnership

#### Edgar Filing: COUSINS THOMAS G - Form 5

Common	â	â	Â	â	Â	Â	699,721 <u>(3)</u> I	By Wife
Stock	A	A	A	A	A	A	$099,721 \le 1$	by whe

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of informationSEC 2270contained in this form are not required to respond unless(9-02)the form displays a currently valid OMB control number.(9-02)

 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S Fi (It
					Date Exercisable	Expiration Date	Title	Amount or Number of		

(A) (D)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
COUSINS THOMAS G 191 PEACHTREE STREET SUITE 3600 ATLANTA, GA 30303	Â	ÂX	Director Emeritus	Â					
Signatures									
/s/ Kristin R. Myers, by Power Attorney	of 02/12/2009								
**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).
- (1) Shares held by a grantor trust under instrument dated December 28, 1988.
- Shares held by a limited partnership in which the partners are a limited liability company and a charitable lead annuity trust. The LLC(2) members include the reporting person, the reporting person's wife and the reporting person's daughter. The reporting person disclaims beneficial interest in any shares to the extent he has no pecuniary interest.
- (3) Shares held by the reporting person's wife. Reporting person disclaims all beneficial ownership of his wife's shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Shares

## Edgar Filing: COUSINS THOMAS G - Form 5

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.