Edgar Filing: COUSINS PROPERTIES INC - Form 4

COUSINS P Form 4 September 1	PROPERTIES INC	2									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										PROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may com <i>See</i> Instr 1(b).	er 5 66. 5 7 Filed pur ns 5 Section 17(a)									January 31, 2005Estimated average burden hours per response0.5	
(Print or Type l	Responses)										
Connolly Michael Colin Symbol				Name and			0	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D 191 PEACHTREE STREET 09/14/20 NE, SUITE 500				-				Director 10% Owner X Officer (give title Other (specify below) below) Chief Investment Officer			
				ndment, Date Original hth/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)	Tabl	e I - Non-D	erivative S	Securi		iired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		n Date, if	3. Transactio Code (Instr. 8)	(Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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	09/14/2014			Code V $M^{(2)}$	Amount 20,000	(D) A	Price \$ 0	43,020 <u>(3)</u>	D		
Common Stock	09/14/2014			D	20,000	D	\$ 12.91	23,020 <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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 <u>(1)</u>	09/14/2014		M <u>(2)</u>		20,000	09/14/2014	09/14/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address			Relationships			
r or	Director	10% Owner	Officer	Other		
Connolly Michael Colin 191 PEACHTREE STREET NE SUITE 500 ATLANTA, GA 30303			Chief Investment Officer			
Signatures						

/s/ Michael C. 09/15/2014 Connolly **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 100% on the third anniversary of the grant date. While the shares are being held prior to vesting, the reporting person will have the right to receive all cash dividends 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 100% 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 19,200 of restricted stock awarded under the Cousins Properties Incorporated (CPI) 2009 Incentive Stock Plan. While the shares (3) 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. 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.