

COUSINS PROPERTIES INC
 Form 4
 September 18, 2006

FORM 4

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

OMB APPROVAL

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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 *
BELL THOMAS D JR

2. Issuer Name and Ticker or Trading Symbol
COUSINS PROPERTIES INC [CUZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2500 WINDY RIDGE
 PARKWAY, SUITE 1600

3. Date of Earliest Transaction (Month/Day/Year)
 09/14/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Street)
 ATLANTA, GA 30339

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

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/14/2006 | | M | | 126,560 A \$ 18.1 | 239,059 ⁽¹⁾ | D |
| Common Stock | 09/14/2006 | | F | | 62,504 ₍₂₎ D \$ 34.05 | 176,555 ⁽¹⁾ | D |
| Common Stock | 09/14/2006 | | S | | 27,000 D \$ 34.0584 | 149,555 ⁽¹⁾ | D |
| Common Stock | 09/15/2006 | | M | | 110,000 A \$ 18.1 | 259,555 ⁽¹⁾ | D |
| Common Stock | 09/15/2006 | | F | | 21,880 ₍₃₎ D \$ 33.99 | 237,675 ⁽¹⁾ | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|------------------------|---|------------------------|
| Common Stock | 09/15/2006 | S | 61,200 | D | \$ 34.0264 | 176,475 ⁽¹⁾ | D | |
| Common Stock | | | | | | 2,064 ⁽⁴⁾ | I | 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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(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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Stock Options (Right to buy) | \$ 18.1 | 09/14/2006 | | M | 126,560 | 01/28/2004 ⁽⁵⁾ 01/28/2013 | Common Stock 126,560 |
| Stock Options (Right to buy) | \$ 18.1 | 09/15/2006 | | M | 110,000 | 01/28/2004 ⁽⁵⁾ 01/28/2013 | Common Stock 110,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BELL THOMAS D JR 2500 WINDY RIDGE PARKWAY SUITE 1600 ATLANTA, GA 30339 | X | | President and CEO | |

Signatures

Thomas D. Bell,
Jr. 09/18/2006

**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).

(2) In payment of the exercise price, the reporting person delivered 40,269 shares. 22,235 shares were withheld by the Company to pay the reporting person's tax liability as provided under the Plan.

Includes 52,774 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.

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

These options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. These options will vest 25% per year on the anniversary of the grant date, with shares being 100% vested in year 4 of the grant term. The Plan under which these options were granted complies with Rule 16b-3 and provides for tax withholding.

(3) 21,880 shares were withheld by the Company to pay the reporting person's tax liability as provided under the Plan.

(6) On September 16, 2003 and November 19, 2004 the number of options beneficially owned and the corresponding exercise prices were adjusted due to the payment of a special dividend. The number of options outstanding increased by approximately 7.4% and the exercise price decreased by approximately 6.9% for the September 16, 2003 special dividend. The number of options outstanding increased by approximately 22.24% and the exercise price decreased by approximately 18.19% for the November 19, 2004 special dividend.

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

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