

COUSINS PROPERTIES INC

Form 4

February 28, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PAYNE WILLIAM PORTER

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)

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

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

191 PEACHTREE STREET, SUITE 500

02/23/2011

(Street)

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

ATLANTA, GA 30303

(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 Indirect Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	02/23/2011		P		53,6306 (1)	A	\$ 8.2746 (2)	D
Common Stock	02/23/2011		P		108 (1)	A	\$ 8.2499 (2)	D
Common Stock	02/23/2011		P		0.2412 (1)	A	\$ 8.2504 (2)	D
Common Stock	05/31/2011		P		51.2968 (1)	A	\$ 8.698 (2)	D
Common Stock	05/31/2011		P		1 (1)	A	\$ 8.61 (2)	D

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Common Stock	05/31/2011	P	102 <u>(1)</u>	A	\$ 8.72	92,099.1686 <u>(2)</u>	D	
Common Stock	05/31/2011	P	0.2068 <u>(1)</u>	A	\$ 8.704	92,099.3754 <u>(2)</u>	D	
Common Stock	08/26/2011	P	69.2221 <u>(1)</u>	A	\$ 6.479	92,168.5975 <u>(2)</u>	D	
Common Stock	08/26/2011	P	1 <u>(1)</u>	A	\$ 7.03	92,169.5975 <u>(2)</u>	D	
Common Stock	08/26/2011	P	136 <u>(1)</u>	A	\$ 6.5899	92,305.5975 <u>(2)</u>	D	
Common Stock	08/26/2011	P	0.1552 <u>(1)</u>	A	\$ 6.5721	92,305.7527 <u>(2)</u>	D	
Common Stock	12/23/2011	P	69.1683 <u>(1)</u>	A	\$ 6.529	92,374.921 <u>(2)</u>	D	
Common Stock	12/23/2011	P	139 <u>(1)</u>	A	\$ 6.51	92,513.921 <u>(2)</u>	D	
Common Stock	12/23/2011	P	0.7328 <u>(1)</u>	A	\$ 6.5229	92,514.6538 <u>(2)</u>	D	
Common Stock						2,001	I	By Wife

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
PAYNE WILLIAM PORTER 191 PEACHTREE STREET SUITE 500 ATLANTA, GA 30303	X			

Signatures

/s/ Kristin R. Myers, by Power of Attorney

02/28/2012

__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 of common stock acquired automatically under a broker-sponsored dividend reinvestment plan following quarterly cash dividends paid by Cousins Properties Incorporated.
- Includes 203 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 as previously disclosed, and CPI will hold these shares until such shares
- (2) become vested. 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 if the Director's service as a member of the CPI Board of Directors terminates, unless separation is due to death.

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.