

COUSINS PROPERTIES INC

Form 4

July 24, 2013

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 *
COUSINS THOMAS G

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)
191 PEACHTREE STREET, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2013

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

(Street)
ATLANTA, GA 30303

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|---|-------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/22/2013 | | S(1) | | 12,950 | D | \$ 10.8089 (2) | 507,384 (4) | I | By Family Limited Partnership |
| Common Stock | 07/22/2013 | | S(1) | | 4,447 | D | \$ 10.8089 (2) | 245,862 | I | By Family Limited Partnership |
| Common Stock | 07/22/2013 | | S(1) | | 5,328 | D | \$ 10.8089 (2) | 120,005 | I | By a Limited Partnership |
| Common | 07/23/2013 | | S(1) | | 3,212 | D | \$ | 504,172 (4) | I | By Family |

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| | | | | | | | | | |
|--------------|------------|--|------|-------|----------------|----------------------|-----------|---|-------------------------------|
| Stock | | | | | 10.8017 (3) | | | | Limited Partnership |
| Common Stock | 07/23/2013 | | S(1) | 1,103 | D | \$ 10.8017 (3) | 244,759 | I | By Family Limited Partnership |
| Common Stock | 07/23/2013 | | S(1) | 1,322 | D | \$ 10.8017 (3) | 118,683 | I | By a Limited Partnership |
| Common Stock | | | | | | | 5,977,655 | D | |
| Common Stock | | | | | | | 231,090 | I | By A Grantor Trust |
| Common Stock | | | | | | | 746,747 | 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.

SEC 1474
(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 Owned Following Reporting 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 |
| COUSINS THOMAS G 191 PEACHTREE STREET | | | | Chairman Emeritus |

SUITE 500
ATLANTA, GA 30303

Signatures

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

07/24/2013

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 5, 2013.

The price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of 10.80 to \$10.845. Upon request by SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

(2) The price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of 10.80 to \$10.85. Upon request by SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

(3) Previously reported 6,650 shares which are held by the 1% general partner controlled by the Reporting Person. The limited partnership interest is held by a trust in which the Reporting Person's immediate family members are beneficiaries; therefore, this interest is also attributed to the Reporting Person under the Section 16 rules. However, Reporting Person disclaims beneficial ownership to all interests in which he does not have a personal pecuniary interest.

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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