

COUSINS PROPERTIES INC
Form SC 13G
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 8)

Cousins Properties Incorporated
(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share
(Title of Class of Securities)

222 795 10 6
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1 (d)

CUSIP No. 222 795 10 6

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas G. Cousins

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION*United States of America*

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	8,900,098*
	6. SHARED VOTING POWER	624,011
	7. SOLE DISPOSITIVE POWER	8,863,218**
	8. SHARED DISPOSITIVE POWER	624,011

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON9,524,109

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* **11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**19.19% (1)

12. TYPE OF REPORTING PERSON*IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Based on 49,636,617 shares of Common Stock outstanding on December 31, 2003, which number includes 801,552 shares subject to currently exercisable options.

* Includes 801,552 shares subject to currently exercisable options and 36,880 shares of performance accelerated restricted stock.

** Includes 801,552 shares subject to currently exercisable options.

Item 1(a). Name of Issuer:

Cousins Properties Incorporated

Item 1(a). Name of Issuer:

Item 1(b). Address of Issuer's Principal Executive Offices:

2500 Windy Ridge Parkway
Atlanta, Georgia 30339

Item 2(a). Name of Person Filing:

Thomas G. Cousins

Item 2(b). Address of Principal Business Office or, if None, Residence:

2500 Windy Ridge Parkway
Atlanta, Georgia 30339

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock, \$1.00 par value

Item 2(e). CUSIP Number:

222 795 10 6

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a) (6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a) (19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13-d-1(b) (1) (ii) (E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1 (b) (1) (ii) (F);

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- (g) A parent holding company or control person in accordance with Rule 13d-1 (b) (1) (ii)(G).2

Item 2(e). CUSIP Number:

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- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

If this statement is filed pursuant to Rule 13d-1 (c), check this box.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

9,524,109

- (b) Percent of class:

19.19%

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote 8,900,098

- (ii) Shared power to vote or to direct the vote 624,011

- (iii) Sole power to dispose or to direct the disposition of 8,863,218

- (iv) Shared power to dispose or to direct the disposition of 624,011

Instruction: For computations regarding securities which represent a right to acquire an underlying security *see* Rule 13d-3(d) (1).

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

Item 4. Ownership.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certifications.

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2003
Date

/s/ Thomas G. Cousins
Thomas G. Cousins