

HIGHWOODS PROPERTIES INC

Form 4/A

September 13, 2006

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 *
HARRIS MICHAEL E

2. Issuer Name **and** Ticker or Trading
Symbol
HIGHWOODS PROPERTIES INC
[HIW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Executive Vice President & COO

**C/O HIGHWOODS PROPERTIES,
INC., 3100 SMOKETREE COURT,
SUITE 600**

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/08/2006

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

RALEIGH, NC 27604

(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	(A) or (D) Price			
Common Stock	09/08/2006		M		700	A \$ 26.75	57,582	D	
Common Stock	09/08/2006		S		700	D \$ 37.19	56,882	D	
Common Stock	09/08/2006		M		200	A \$ 26.75	57,082	D	
Common Stock	09/08/2006		S		200	D \$ 37.18	56,882	D	
	09/08/2006		M		3,100	A	59,982	D	

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Common Stock					\$ 26.75		
Common Stock	09/08/2006	S	3,100	D	\$ 37.17	56,882	D
Common Stock	09/08/2006	M	900	A	\$ 26.75	57,782	D
Common Stock	09/08/2006	S	900	D	\$ 37.16	56,882	D
Common Stock	09/08/2006	M	300	A	\$ 26.75	57,182	D
Common Stock	09/08/2006	S	300	D	\$ 37.15	56,882	D
Common Stock	09/08/2006	M	800	A	\$ 26.75	57,682	D
Common Stock	09/08/2006	S	800	D	\$ 37.24	56,882	D
Common Stock	09/08/2006	M	500	A	\$ 26.75	57,382	D
Common Stock	09/08/2006	S	500	D	\$ 37.2	56,882	D
Common Stock	09/08/2006	M	2,000	A	\$ 26.75	58,882	D
Common Stock	09/08/2006	S	2,000	D	\$ 37.18	56,882	D
Common Stock	09/08/2006	M	500	A	\$ 26.75	57,382	D
Common Stock	09/08/2006	S	500	D	\$ 37.17	56,882	D
Common Stock	09/08/2006	M	100	A	\$ 26.75	56,982	D
Common Stock	09/08/2006	S	100	D	\$ 37.25	56,882	D
Common Stock	09/08/2006	M	100	A	\$ 26.75	56,982	D
Common Stock	09/08/2006	S	100	D	\$ 37.22	56,882	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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. 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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Common Stock	\$ 26.75	09/08/2006	09/08/2006	M	9,200	<u>(1)</u> 12/31/2006	Common Stock	9,200

Reporting Owners

Reporting Owner Name / Address	Relationships
HARRIS MICHAEL E C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604	Director 10% Owner Officer Executive Vice President & COO

Signatures

/s/Mack D. Pridgen, III for Michael E. Harris
09/13/2006
**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).
- (1) Option vests ratably on the first through fourth anniversaries of grant date.

Remarks:

The purpose of this amendment is to reflect the number of derivative securities beneficially owned following reporting as 1840. 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.