

PRIDGEN MACK D III
Form 4/A
March 05, 2007

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 *
PRIDGEN MACK D III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, General Counsel

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2007

(Street)

RALEIGH, NC 27604

4. If Amendment, Date Original Filed(Month/Day/Year)
02/22/2007

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/22/2007		M	200 A \$ 11.626	292,675	D	
Common Stock	02/22/2007		S	200 D \$ 47.07	292,475	D	
Common Stock	02/22/2007		M	1,300 A \$ 11.626	293,775	D	
Common Stock	02/22/2007		S	1,300 D \$ 47.06	292,475	D	
	02/22/2007		M	2,500 A	294,975	D	

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Common Stock					\$	11.626		
Common Stock	02/22/2007	S	2,500	D	\$ 47.05	292,475	D	
Common Stock	02/22/2007	M	100	A	\$ 11.626	292,575	D	
Common Stock	02/22/2007	S	100	D	\$ 47.04	292,475	D	
Common Stock	02/22/2007	M	400	A	\$ 11.626	292,875	D	
Common Stock	02/22/2007	S	400	D	\$ 47.02	292,475	D	
Common Stock	02/22/2007	M	500	A	\$ 11.626	292,975	D	
Common Stock	02/22/2007	S	500	D	\$ 47.01	292,475	D	
Common Stock	02/22/2007	M	1,500	A	\$ 11.626	293,975	D	
Common Stock	02/22/2007	S	1,500	D	\$ 47	292,475	D	
Common Stock	02/22/2007	M	1,300	A	\$ 11.626	293,775	D	
Common Stock	02/22/2007	S	1,300	D	\$ 46.99	292,475	D	
Common Stock	02/22/2007	M	100	A	\$ 11.626	292,575	D	
Common Stock	02/22/2007	S	100	D	\$ 46.98	292,475	D	
Common Stock	02/22/2007	M	1,800	A	\$ 11.626	294,275	D	
Common Stock	02/22/2007	S	1,800	D	\$ 46.97	292,475	D	
Common Stock	02/22/2007	M	2,700	A	\$ 11.626	295,175	D	
Common Stock	02/22/2007	S	2,700	D	\$ 46.96	292,475	D	
Common Stock	02/22/2007	M	330	A	\$ 11.626	292,805	D	
Common Stock	02/22/2007	S	330	D	\$ 46.93	292,475	D	
	02/22/2007	M	400	A		292,875	D	

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Common Stock					\$			
					11.626			
Common Stock	02/22/2007		S	400	D	\$ 46.91	292,475	D
Common Stock	02/22/2007		M	200	A	\$ 11.626	292,675	D
Common Stock	02/22/2007		S	200	D	\$ 46.89	292,475	D
Common Stock							55,126 ⁽¹⁾	D

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

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock (option to exercise)	\$ 11.626	02/22/2009		M	13,300	⁽²⁾	02/28/2010	Common Stock	13,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PRIDGEN MACK D III
C/O HIGHWOODS PROPERTIES, INC.
3100 SMOKETREE COURT, SUITE 600
RALEIGH, NC 27604

VP, General Counsel

Signatures

/s/Mack D.
Pridgen, III

03/05/2007

__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) Amended to reflect correct current common shares outstanding.
 - (2) Option vests ratably on the first through fourth anniversaries of grant date.

Remarks:

Amended to reflect correct current common shares outstanding.

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.