

ADZEMA GREGG D
Form 4
June 01, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADZEMA GREGG D

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)
3344 PEACHTREE ROAD, SUITE
1800

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP and CFO

(Street)
ATLANTA, GA 30326

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/30/2018		M		15,654	A	\$ 6.39	209,776 <u>(1)</u>	D	
Common Stock	05/30/2018		F <u>(2)</u>		10,653	D	\$ 9.39	199,123 <u>(1)</u>	D	
Common Stock	05/30/2018		M <u>(3)</u>		13,954	A	\$ 6.39	213,077 <u>(1)</u>	D	
Common Stock	05/30/2018		D <u>(3)</u>		13,954	D	\$ 9.39	199,123 <u>(1)</u>	D	

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 6.39	05/30/2018		M		15,654		02/14/2012	02/14/2021	Common Stock	15,654
Stock Options (Right to Buy) ⁽³⁾	\$ 6.39	05/30/2018		M		13,954		02/14/2012	02/14/2021	Common Stock	13,954

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADZEMA GREGG D 3344 PEACHTREE ROAD SUITE 1800 ATLANTA, GA 30326			EVP and CFO	

Signatures

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

06/01/2018

**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).

Includes 74,025 restricted stock awarded under the Cousins Properties Incorporated (CPI) 2009 Incentive Stock Plans. While the shares
(1) 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 upon termination of employment.

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- (2) Represents shares previously held by the reporting person that were forfeited to pay the reporting person's exercise price of the stock options exercised, as permitted under the CPI 2009 Incentive Stock Plan.
- (3) Pursuant to the terms of the grant, the reporting person elected to exercise the related stock appreciation right (SAR) rather than exercising the option to purchase common stock. As a result, no shares were issued in connection with this exercise of stock options.

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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