### Edgar Filing: COUSINS PROPERTIES INC - Form 4

COUSINS P Form 4 November 10	ROPERTIES INC 5, 2006										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB AF OMB Number:	Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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										burden hou response	
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <sup>*</sup> MCCOLL JOHN S COUSIN [CUZ]				Ticker or	·	g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3. Date of (Month/Da 2500 WINDY RIDGE 11/14/20 PARKWAY, SUITE 1600			-				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President				
	(Street)	Street) 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					
ATLANTA,	, GA 30339						Form filed by M Person	Iore than One Re	porting		
(City)	(City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
1.Title of Security (Instr. 3)	2. Transaction Date 2A. D (Month/Day/Year) Exect any (Mon		3. Transactic Code (Instr. 8) Code V	Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	11/14/2006		F <u>(1)</u>	3,557	1)	\$ 35.65	131,149 <u>(2)</u>	D			
Common Stock							450 <u>(3)</u>	I	As Trustee for children		
Common Stock							5,759 <u>(4)</u>	I	By Profit Sharing Plan		

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

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Other

 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)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	(			
MCCOLL JOHN S 2500 WINDY RIDGE PARKWAY SUITE 1600 ATLANTA, GA 30339			Senior Vice President				
Cianaturaa							

## **Signatures**

John S. McColl 11/16/2006

<u>\*\*</u>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).
- (4) Shares held by the reporting person as beneficiary in the Company's Profit Sharing Plan.
- (1) Shares withheld from the vesting of restricted stock to pay the reporting person's tax liability as provided under the Cousins Properties Incorporated 1999 Incentive Stock Plan.
- (3) Shares held as trustee in a trust for the benefit of the reporting person's children.

Includes 9,079 shares of restricted stock awarded under the CPI 1999 Incentive Stock Plan. These shares will vest 25% per year on each anniversary date of the grant, and CPI will hold these shares until such shares become vested. While the shares are being held prior to

(2) animversary date of the grant, and err with hord these shares until such shares become vested, while the shares are being field 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

#### **Reporting Owners**

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