

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
STEVENS TERRY L		HIGHWOODS PROPERTIES INC [HIW]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) VP, CFO & Treasurer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600		3/31/2005			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
RALEIGH, NC 27604				<input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/31/2005		A		5139	A	(1)	26348	D	
Common Stock	3/31/2005		A		3426	A	(1)	29774	D	
Common Stock	3/31/2005		A		3426	A	(1)	33200	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Options (right to buy) (2)	\$26.27 (3)	3/31/2005		A		71429		(4)	2/29/2012	Common stock	71429	(5)	71429	D	
Phantom Stock (6)	(7)	3/31/2005		A		3582.91		1/31/2011	1/31/2011	Common stock	3582.91	\$22.53	3582.91	D	

Explanation of Responses:

- (1) Restricted stock is granted by the Company and not purchased by the reporting person.
- (2) Stock option grant was approved 03/31/2005. Vesting is based on 03/01/2005.
- (3) The exercise price is an average of the stock's closing price during a 10-day period prior to the grant date.
- (4) Option vests ratably on the first through fourth anniversaries of grant date.
- (5) Stock options are granted by the Company and not purchased by the reporting person.
- (6) Pursuant to issuer's Deferred Compensation Plan adopted under its 1994 Stock Option Plan.
- (7) Security converts to cash price of common stock on a one-for-one basis.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS TERRY L C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604			VP, CFO & Treasurer	

Cynthia M. Latvala for, Terry L. Stevens

Date _____

******—Signature of Reporting Person

* 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).

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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