

[] 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 <b>and</b> Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Reames W Brian						HIGHWOODS PROPERTIES INC [ HIW ]							Director 10% Owner				
(Last)	(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)							X Officer (give title below) Other (specify below)  Sr. Vice President					
C/O HIGHV INC., 3100 S SUITE 600							5/3	1/20	005								
RALEIGH,	(Streen NC 27604 ity) (Sta	4	ip)	4	. If A	mendme	nt, Date O	rigin	nal File	ed (MM/D	D/YY	YY)	6. Individual ofX_ Form filed by	y One Repo			icable Line)
			Table I	- Non-D	eriva	tive Secu	ırities Ac	quir	ed, Di	sposed o	f, or	Ben	neficially Owne	ed			
1.Title of Security (Instr. 3)  2. Trans. I			2. Trans. Da	Exe	Deemed cution e, if any	3. Trans. Code (Instr. 8)		or Disp (Instr.	or Disposed of (D) Fol			Amount of Securities Beneficially Owned ollowing Reported Transaction(s) nstr. 3 and 4)			6. 7. Nature Ownership Form: Direct (D) or Indirect (I) (Instr. 4) (I) (1) (1) (1) (1) (1) (1) (1) (1) (1) (1		
Common Stock				5/31/2005			F		953	D	(	1)	5	57204		D	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deem Execution Date, if ar	ned 4. Trai (Instr.	ns. Code	5. Number	er of re Securities (A) or of (D)	6. Da Expi	ate Exerration D	cisable and ate	7. Tit Secur Deriv (Instr	tle and rities U vative r. 3 and	Underlying Security d 4)  ount or Number of	8. Price of	9. Number of	Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

## **Explanation of Responses:**

(1) In accordance with the terms of the initial restricted stock award and in connection with the vesting of the award, the reporting person tendered a portion of the restricted stock award to the issuer in satisfaction of his tax liabilities.

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Reames W Brian C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604			Sr. Vice President				

#### **Signatures**

Mack D. Pridgen for, W. Brian Reames

\*\* Signature of Reporting Person

Date

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

- \* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.