

# FORM 5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
[ ] Form 3 Holdings Reported  
[ ] Form 4 Transactions Reported

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

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ANNUAL 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(f) 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)                                       |
| HARRIS MICHAEL E  | HIGHWOODS PROPERTIES INC<br>[HIW]                        | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  |
| (Last) (First) (Middle)   | 3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY) | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600 | 12/31/2011   | Executive Vice President & COO  |
| (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"/> Form Filed by One Reporting Person  |
| (City) (State) (Zip)  |  | <input type="checkbox"/> Form Filed by More than One Reporting Person   |

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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|--|---|
| Common Stock                    | 12/19/2011     | 12/19/2011                        | G                         | 300 D (1)   | 143821  | D  |   |
| Common Stock                    | 12/20/2011     | 12/20/2011                        | G                         | 300 D (2)   | 143999 (3)  | D  |   |

Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY) | 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 at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|--|--|---|--|---|--|--|
|  |  |                |                                   |                           | (A) (D)  | Date Exercisable Expiration Date                     | Title Amount or Number of Shares  |  |   |  |  |

## Explanation of Responses:

- (1) Shares were certificated in the name of recipient  
(2) Gifted shares to a charitable foundation.  
(3) Includes 478 shares acquired in 2011 through the issuer's employee stock purchase plan.

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |

|  |  |  |   |  |
|--|--|--|---|--|
| <b>HARRIS MICHAEL E</b>                |  |  |   |  |
| <b>C/O HIGHWOODS PROPERTIES, INC.</b>  |  |  |   |  |
| <b>3100 SMOKETREE COURT, SUITE 600</b> |  |  | <b>Executive Vice President &amp; COO</b> |  |
| <b>RALEIGH, NC 27604</b>               |  |  |   |  |

**Signatures**

**/s/Willis B. Howard Attorney-in-fact for Michael E. Harris**

**2/13/2012**

\*\* 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.

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