

# FORM 5

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

OMB APPROVAL  
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[ ] 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

## ANNUAL 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

|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Miller Jeffrey Douglas</b><br><br>(Last) (First) (Middle)<br><br><b>3100 SMOKETREE COURT, SUITE 600</b><br><br>(Street)<br><br><b>RALEIGH, NC 27604</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>HIGHWOODS PROPERTIES INC</b><br><b>[HIW]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP/General Counsel &amp; Sec.</b> |
| <b>3. Statement for Issuer's Fiscal Year Ended</b><br>(MM/DD/YYYY)<br><br><p align="center"><b>12/31/2014</b></p>  |   | <b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)   |   |   |

**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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|------------|-------|---|--|---|
|                                 |                |                                   |                           | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 3/19/2014      | 3/19/2014                         | G                         | 100   | D          | 1     | 62405   | D  |   |
| Common Stock                    |                |                                   |                           |   |            |       | 62498   | 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 gifted
- (2) Includes 93 shares acquired in 2014 through the issuer's employee stock purchase plan.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                       |       |
|---|---------------|-----------|---------------------------------------|-------|
|   | Director      | 10% Owner | Officer                               | Other |
| <b>Miller Jeffrey Douglas</b><br><b>3100 SMOKETREE COURT, SUITE 600</b><br><b>RALEIGH, NC 27604</b> |               |           | <b>SVP/General Counsel &amp; Sec.</b> |       |

**Signatures**

/s/Willis B. Howard Attorney-in-fact for Jeffrey D. Miller

2/13/2015

\*\*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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