

HIGHWOODS PROPERTIES INC

FORM SC 13G/A (Amended Statement of Ownership)

Filed 2/12/1998

Address	3100 SMOKETREE CT STE 600 RALEIGH, North Carolina 27604
Telephone	919-872-4924
CIK	0000921082
Industry	Real Estate Operations
Sector	Services
Fiscal Year	12/31

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Highwoods Properties

(Name of Issuer)

Common

(Title of Class of Securities)

431284108

(CUSIP Number)

Check the following box if a fee is being paid with this statement [] (A fee is not required only if the person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in prior coverage.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (2/92)

SCHEDULE 13G

CUSIP No. 053469102

Page 2 of 4 Pages

- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Cohen & Steers Capital Management, Inc.
13-335336

- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐
(b) ☐

- 3) SEC USE ONLY

- 4) CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER 5) SOLE VOTING POWER
OF 3,530,400

SHARES
BENEFICIALLY 6) SHARED VOTING POWER
OWNED BY
EACH

REPORTING 7) SOLE DISPOSITIVE POWER
PERSON 4,054,500

WITH 8) SHARED DISPOSITIVE POWER

- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,054,500

- 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

- 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.66%

- 12) TYPE OF REPORTING PERSON

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer

Highwoods Properties Inc.

Item 1(b) Address of Issuer's Principal Executive Office

Mr. Carman J. Liuzzo, Chief Financial Officer
3100 Smoketree Court, Suite 700
Raleigh, NC 27604

Item 2(a) Name of Person Filing

Cohen & Steers Capital Management, Inc.

Item 2(b) Address of Principal Business Office

757 Third Avenue
New York, New York 10017

Item 2(c) Citizenship

USA

Item 2(d) Title of Class of Securities

Common

Item 2(e) CUSIP Number

431284108

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or
13d-2(b), check whether the person filing is a

(a) ☐ Broker or Dealer registered under Section 15 of the Act

(b) ☐ Bank as defined in Section 3(a)(6) of the Act

(c) ☐ Insurance Company as defined in section 3(a)(19) of the Act

(d) ☐ Investment Company registered under Section 8 of the Investment Company Act

(e) ☒ Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940

(f) ☐ Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or
Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)

(g) ☐ Parent Holding Company, in accordance with Section 240.13d-1(ii)(G) (Note: See Item 7)

(h) ☐ Group, in accordance with Section 240.13d-1(b)(1)(ii)(H)

Item 4 Ownership

(a) Amount of Shares Beneficially Owned 4,054,500

(b) Percent of Class 8.66%

(c) Number of Shares as to which such person has:

(i)	sole power to vote or to direct the vote	3,530,400
(ii)	shared power to vote or to direct the vote	
(iii)	sole power to dispose or to direct the disposition of	4,054,500
(iv)	shared power to dispose or to direct the disposition of	

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. []

Item 6 Ownership of More than Five Percent on Behalf of Another Person

NA

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

NA

Item 8 Identification and Classification of Members of the Group

NA

Item 9 Notice of Dissolution of the Group

NA

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 9, 1998

/s/Robert Steers

Signature

Robert H. Steers, Chairman

Name and Title

End of Filing

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