

# 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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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)   |
| ANDERSON GENE H   | HIGHWOODS PROPERTIES INC<br>[ HIW ]               | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner   |
| (Last) (First) (Middle)   | 3. Date of Earliest Transaction (MM/DD/YYYY)      | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  |
| C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600 | 2/29/2012   |   |
| (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<br><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                    | 2/29/2012      | 2/29/2012                         | D                         |   | 717   | D  | (1)   |
| Common Stock                    | 3/1/2012       | 3/1/2012                          | F                         |   | 1039  | D  | (2)   |
| Common Stock                    |                |                                   |                           |   |   |  |   |
| Common Stock                    |                |                                   |                           |   |   |  |   |
| O.P. Units                      |                |                                   |                           |   |   |  |   |

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  | (A)                                     | (D)   | Date Exercisable                           | Expiration Date   | Title  | Amount or Number of Shares                             |

### Explanation of Responses:

- (1) Represents the number of shares forfeited under the Company's Long-Term Incentive Plan because the Company achieved less than target levels of performance relative to predetermined goals.
- (2) 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 |
|--------------------------------|---------------|
|                                |               |

|   | Director | 10% Owner | Officer | Other |
|---|----------|-----------|---------|-------|
| <b>ANDERSON GENE H</b><br><b>C/O HIGHWOODS PROPERTIES, INC.</b><br><b>3100 SMOKETREE COURT, SUITE 600</b><br><b>RALEIGH, NC 27604</b> | X        |           |         |       |

**Signatures**

**/s/Willis B. Howard Attorney-in-fact for Gene H. Anderson**

**3/2/2012**

\*\* 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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