

# FORM 4

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).

## 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 and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |
| <b>FRITSCH EDWARD J</b>  |  | <b>HIGHWOODS PROPERTIES INC [HIW]</b>             |  | <input checked="" type="checkbox"/> Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>President &amp; CEO</b> |  |
| (Last) (First) (Middle)  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| <b>C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600</b> |  | <b>2/28/2013</b>                                  |  |  |  |
| (Street)   |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>RALEIGH, NC 27604</b>   |  |   |  | <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                    | 2/28/2013      | 2/28/2013                         | A                         |   | 39420   | A          | (1)            | 377174  | D  |   |
| Common Stock                    | 3/1/2013       | 3/1/2013                          | F                         |   | 10320   | D          | (2)            | 366854  | D  |   |
| Common Stock                    | 3/1/2013       | 3/1/2013                          | M                         |   | 50000   | A          | \$26.15        | 416854  | D  |   |
| Common Stock                    | 3/1/2013       | 3/1/2013                          | S                         |   | 50000   | D          | \$36.57 (4)(5) | 366854  | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |                | 70  | I  | By Children   |

**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 |  |  |  |  |
| Stock Option (right to buy)              | \$36.50  | 2/28/2013      | 2/28/2013                         | A                         |   | 54462  |     | (6)                                     | 2/28/2020       | Common Stock  | 54462                      | \$36.50                                    | 54462  | D  |  |
| Stock Option (right to buy)              | \$26.15  | 3/1/2013       | 3/1/2013                          | M                         |   | 50000  |     | (6)                                     | 2/28/2014       | Common Stock  | 50000                      | \$26.15                                    | 35888  | D  |  |

### Explanation of Responses:

- Restricted stock is granted by the Company and not purchased by the reporting person.
- 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.
- Stock Options are scheduled to expire within 1 year if not exercised.
- Represents the weighted average sale price. Sale prices range from \$36.50 - \$36.79
- The reporting person upon request by the Commission staff, the issuer, or a security holder of the issuer, agrees to disclose full information regarding the number of shares sold at each separate price.
- Options vest ratably over 4 years on March 1st of each year after the grant date.

### Reporting Owners

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

|  |   |  |                 |  |
|--|---|--|-----------------|--|
| C/O HIGHWOODS PROPERTIES, INC.<br>3100 SMOKETREE COURT, SUITE 600<br>RALEIGH, NC 27604 | X |  | President & CEO |  |
|--|---|--|-----------------|--|

**Signatures**

/s/Willis B. Howard Attorney-in-fact for Edward J. Fritsch

3/4/2013

\*\*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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