

FORM 4

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

OMB APPROVAL
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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 (Check all applicable)		
FRITSCH EDWARD J			HIGHWOODS PROPERTIES INC [HIW]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President & CEO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600			12/21/2012					
(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 <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	12/21/2012	12/21/2012	G	V	1787	D	(1)	367888 (2)	D	
Common Stock	12/31/2012	12/31/2012	S		15000	D	\$33.39 (3)(4)	352888	D	
Common Stock	12/31/2012	12/31/2012	M		500	A	\$32.37	352388	D	
Common Stock	12/31/2012	12/31/2012	S		500	D	\$33.44 (4)(5)	352888	D	
Common Stock	12/31/2012	12/31/2012	F		4958	D	(6)	347930	D	
Common Stock	12/31/2012	12/31/2012	D		10908 (7)	D	(7)	337022	D	

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
Stock Option (right to buy)	\$32.37	12/31/2012	12/31/2012	M		500	(8)	(8)	2/28/2013	Common Stock	500	\$32.37	72365	D	

Explanation of Responses:

- Gifted shares to a charitable organization.
- Amended to reflect correct current common shares outstanding.
- Represents the weighted average sale price. Sale prices ranged from \$33.05 - \$33.55
- Reporting person, upon request by the Commission staff, the issuer, or a security holder of the issuer, will disclose full information regarding the number of shares purchased or sold at each separate price.
- Represents the weighted average sale price. Sale prices ranged from \$33.44 - \$33.45
- 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.
- Represents the number of shares forfeited under the Company's Long-Term Incentive Plan - Total Shareholder Return Plan because the Company achieved threshold, but not target, levels of performance relative to predetermined goals.
- Options vests ratably over 4 years on March 1st of each year after the grant date. Options scheduled to expire on February 28, 2013 if not exercised.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRITSCH EDWARD J C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604	X		President & CEO	

Signatures

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

1/3/2013

**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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