

# 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)  |  |
| Penn Kevin E                              |  | HIGHWOODS PROPERTIES INC [ HIW ]                  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>VP/Chief Strategy &amp; Admin</b> |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| 3100 SMOKETREE COURT, SUITE 600           |  | 2/28/2013   |  |   |  |
| (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"/> X 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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(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                         |   | 3352   | A          | (1)     | 19454  | D  |   |
| Common Stock                       | 2/28/2013      | 2/28/2013                         | M                         |   | 2490   | A          | \$18.89 | 21944  | D  |   |
| Common Stock                       | 2/28/2013      | 2/28/2013                         | S                         |   | 2490   | D          | \$36.54 | 19454  | D  |   |
| Common Stock                       | 2/28/2013      | 2/28/2013                         | M                         |   | 680  | A          | \$33.93 | 20134  | D  |   |
| Common Stock                       | 2/28/2013      | 2/28/2013                         | S                         |   | 680  | D          | \$36.54 | 19454  | D  |   |
| Common Stock                       | 3/1/2013       | 3/1/2013                          | F                         |   | 538  | D          | (2)     | 18916  | D  |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security<br>(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)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(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                         |   | 4631  |     | (3)                                     | 2/28/2020       | Common Stock   | 4631                       | \$36.50                                    | 4631  | D  |  |
| Stock Option (right to buy)                 | \$18.89  | 2/28/2013      | 2/28/2013                         | M                         |   | 2490  |     | (3)                                     | 2/28/2016       | Common Stock   | 2490                       | \$18.89                                    | 1745  | D  |  |
| Stock Option (right to buy)                 | \$33.93  | 2/28/2013      | 2/28/2013                         | M                         |   | 680   |     | (3)                                     | 2/27/2018       | Common Stock   | 680                        | \$33.93                                    | 2039  | D  |  |

### Explanation of Responses:

- (1) Restricted stock is granted by the Company and not purchased by the reporting person.
- (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.
- (3) Options vests 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 |
| Penn Kevin E<br>3100 SMOKETREE COURT, SUITE 600<br>RALEIGH, NC 27604 |               |           | VP/Chief Strategy & Admin |       |

### Signatures

/s/Willis B. Howard Attorney-in-fact for Kevin E. Penn

3/4/2013

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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