

# FORM 3

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

OMB APPROVAL  
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### INITIAL STATEMENT OF 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 * <b>Cutlip Robert G</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>9/2/2004</b>	3. Issuer Name and Ticker or Trading Symbol <b>HIGHWOODS PROPERTIES INC [HIW]</b>
(Last) (First) (Middle) <b>C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director ____ 10% Owner ____ <b>X</b> Officer (give title below)      ____ Other (specify below) <b>Sr. Vice President /</b>	
(Street) <b>RALEIGH, NC 27604</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  ____ <b>X</b> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>7907</b>	<b>D</b>	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock Option (right to buy)</b>	<u>(1)</u>	<b>9/15/2013</b>	<b>Common Stock</b>	<b>5627</b>	<b>\$23.50</b>	<b>D</b>	
<b>Stock Option (right to buy)</b>	<u>(1)</u>	<b>2/28/2014</b>	<b>Common Stock</b>	<b>17438</b>	<b>\$26.15</b>	<b>D</b>	
<b>Phantom Stock</b> <u>(2)</u>	<b>1/31/2009</b>	<b>1/31/2009</b>	<b>Common Stock</b>	<b>158.65</b>	<u>(3)</u>	<b>D</b>	
<b>Phantom Stock</b> <u>(2)</u>	<b>1/31/2010</b>	<b>1/31/2010</b>	<b>Common Stock</b>	<b>65.54</b>	<u>(3)</u>	<b>D</b>	
<b>Phantom Stock</b> <u>(2)</u>	<b>1/31/2010</b>	<b>1/31/2010</b>	<b>Common Stock</b>	<b>83.47</b>	<u>(3)</u>	<b>D</b>	

#### Explanation of Responses:

- (1) Option vests ratably on the first through fourth anniversaries of grant date.  
(2) Pursuant to issuer's Deferred Compensation Plan adopted under its 1994 Stock Option Plan.  
(3) Security converts to cash price of common stock on a one-for-one basis.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Cutlip Robert G C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604			Sr. Vice President	
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Signatures

Cynthia M. Latvala for Robert G. Cultip

10/1/2004

<sup>\*\*</sup>  
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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated each of Mack D. Pridgen III and Cynthia M. Latvala to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned

may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Highwoods Properties, Inc. The authority of Mack D. Pridgen III and Cynthia M. Latvala under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in securities of Highwoods Properties, Inc., unless earlier revoked in writing. The undersigned acknowledges that Mack D. Pridgen III and Cynthia M. Latvala are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Security Exchange Act of 1934.

Date: 9/28/2004 Name: Robert G. Cutlip

*Signature: /s/ Robert G. Cutlip*