

# FORM 4

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

OMB APPROVAL  
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subject to Section 16. Form 4 or  
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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 (Check all applicable)		
<b>FRITSCH EDWARD J</b>			<b>HIGHWOODS PROPERTIES INC [ HIW ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President &amp; CEO</b>		
(Last) (First) (Middle) <b>C/O HIGHWOODS PROPERTIES, INC., 3100 SMOKETREE COURT, SUITE 600</b>			3. Date of Earliest Transaction (MM/DD/YYYY) <b>5/2/2014</b>					
(Street) <b>RALEIGH, NC 27604</b>			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(City) (State) (Zip)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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	5/2/2014	5/2/2014	M		31651	A	\$18.89	419059	D	
Common Stock	5/2/2014	5/2/2014	M		50000 (1)	A	\$29.48	469059	D	
Common Stock	5/2/2014	5/2/2014	S		81651	D	\$40.35 (2)(3)	387408	D	
Common Stock	5/5/2014	5/5/2014	M		25246	A	\$29.48	412654	D	
Common Stock	5/5/2014	5/5/2014	S		25246 (1)	D	\$40.32 (3)(4)	387408	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)	\$18.89	5/2/2014	5/2/2014	M		31651		(5)	2/28/2016	Common Stock	31651	\$18.89	63302	D	
Stock Option (right to buy)	\$29.48	5/2/2014	5/2/2014	M		50000		(5)	3/2/2015	Common Stock	50000	\$29.48	25246	D	
Stock Option (right to buy)	\$29.48	5/5/2014	5/5/2014	M		25246		(5)	3/2/2015	Common Stock	25246	\$29.48	0	D	

**Explanation of Responses:**

- (1) Stock Options are scheduled to expire within 1 year if not exercised.
- (2) Represents the weighted average sale price. Sale prices range from \$40.17- \$40.74
- (3) 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.
- (4) Represents the weighted average sale price. Sale prices range from \$40.25 - \$40.41
- (5) 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. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604	X		President & CEO	
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**Signatures**

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

5/6/2014

\*\*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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