JONES CRAIG B Form 4

March 17, 2010

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* JONES CRAIG B

(Last) (First) (Middle)

191 PEACHTREE STREET, SUITE 3600

(Street)

ATLANTA, GA 30303

2. Issuer Name and Ticker or Trading

Symbol

**COUSINS PROPERTIES INC** [CUZ]

3. Date of Earliest Transaction

(Month/Day/Year) 03/15/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title below)

**Executive Vice President** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State) (Z	Table Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/15/2010		Code V	Amount 855 (2)	or (D)	Price \$ 7.3	(Instr. 3 and 4)	D	
Common Stock	03/15/2010		A	11 (2)	A	\$ 7.3	1,593 (4)	I	As Trustee For Children
Common Stock	03/15/2010		A	85 (2)	A	\$ 7.3	11,226 (1)	I	By Profit Sharing Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	xpiration Date Amo		ınt of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative			Securities Acquired			(Instr	. 3 and 4)		O	
	Security										Fo
					(A) or						R
					Disposed						Tı
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration				
						Exercisable	Date	TILL	of		
				Code V	(A) (D)				Shares		
				Couc v	(21) $(D)$				Dilaics		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

JONES CRAIG B 191 PEACHTREE STREET **SUITE 3600** ATLANTA, GA 30303

**Executive Vice President** 

### **Signatures**

/s/ Craig B. 03/17/2010 Jones

\*\*Signature of Date Reporting Person

# **Explanation of Responses:**

- 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).
- (1) Shares held by the reporting person as beneficiary in the Company's Profit Sharing Plan.
  - Shares of common stock acquired as a result of the elective stock dividend paid on March 15, 2010. Shareholders elected, pursuant to the terms of the Prospectus Supplement filed February 9, 2010 ("Supplement"), to receive the dividend in all or partial stock. If all stock was
- (2) elected, shareholders received their entire dividend in stock. If partial stock was elected, shareholders received approximately \$0.055337 of the \$0.09 dividend in stock. The value of the shares distributed is \$7.30 per share which were valued at the average closing price on March 3, 4, and 5, 2010 pursuant to the terms of the Supplement.
- (3) Includes 23,380 shares of restricted stock awarded under the CPI 1999 and 2009 Incentive Stock Plans. While the shares are being held prior to vesting, the reporting person will have the right to receive all cash dividends and to vote the restricted shares. All unvested shares

Reporting Owners 2

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will forfeit upon termination of employment.

(4) Shares held as trustee in a trust for the benefit of the reporting person's children.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.