

CHARLESWORTH TOM G
Form 3
December 17, 2009

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,
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. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CHARLESWORTH TOM G | | | (Month/Day/Year) | | COUSINS PROPERTIES INC [CUZ] | |
| (Last) | (First) | (Middle) | 12/08/2009 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 191 PEACHTREE ST | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| NE,Â SUITE 3600 | | | | | (Check all applicable) | |
| (Street) | | | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| ATLANTA,Â GAÂ 30303 | | | | | 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 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) |
|------------------------------------|--|---|--|
| Common Stock | 94,985 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|--------------------------------|--|----------------------------|---|
| Stock Options (Right to Buy) | 12/10/2004 | 12/10/2013 | Common Stock | 10,600 ⁽¹⁾ \$ 22.49 | | D | Â |
| Stock Options (Right to Buy) | 12/08/2005 | 12/08/2014 | Common Stock | 42,627 ⁽¹⁾ \$ 28.44 | | D | Â |
| Stock Options (Right to Buy) | 12/09/2006 | 12/09/2015 | Common Stock | 13,228 ⁽¹⁾ \$ 26.11 | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHARLESWORTH TOM G 191 PEACHTREE ST NE SUITE 3600 ATLANTA, GA 30303 | Â X | Â | Â | Â |

Signatures

/s/ Kristin R. Myers, by Power of Attorney
 12/16/2009
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Stock Options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. The options vest 25% per year on each anniversary date, with shares being 100% vested in year four of the grant term. The options held by Director Charlesworth were granted to him when he served as a Section 16 officer of the Company. He retired on 1/1/2007 with all of his outstanding options fully vested, and subject to the expiration date listed.

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.