

HIGHWOODS PROPERTIES INC
 Form 4
 May 16, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

OMB
 Number: 3235-0287
 Expires: January 31,
 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS MICHAEL E

(Last) (First) (Middle)

C/O HIGHWOODS PROPERTIES,
 INC., 3100 SMOKETREE COURT,
 SUITE 600

(Street)

RALEIGH, NC 27604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
 Symbol
**HIGHWOODS PROPERTIES INC
 [HIW]**

3. Date of Earliest Transaction
 (Month/Day/Year)
05/14/2008

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify
 below)
Executive Vice President & COO

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code			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)	
			(Instr. 8)	(Instr. 3, 4 and 5)	(A) or (D)				Price
Common Stock	05/14/2008		M	539	A	\$ 24.99	127,906	D	
Common Stock	05/14/2008		S	539	D	\$ 36.04	127,367	D	
Common Stock	05/14/2008		M	900	A	\$ 24.99	128,267	D	
Common Stock	05/14/2008		S	900	D	\$ 36.02	127,367	D	
	05/14/2008		M	3,000	A		130,367	D	

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Common Stock						\$ 24.99		
Common Stock	05/14/2008	S	3,000	D		\$ 36.01	127,367	D
Common Stock	05/14/2008	M	14,655	A		\$ 24.99	142,022	D
Common Stock	05/14/2008	S	14,655	D		\$ 36	127,367	D
Common Stock	05/14/2008	M	100	A		\$ 21.01	127,467	D
Common Stock	05/14/2008	S	100	D		\$ 36.33	127,367	D
Common Stock	05/14/2008	M	900	A		\$ 21.01	128,267	D
Common Stock	05/14/2008	S	900	D		\$ 36.32	127,367	D
Common Stock	05/14/2008	M	900	A		\$ 21.01	128,267	D
Common Stock	05/14/2008	S	900	D		\$ 36.3	127,367	D
Common Stock	05/14/2008	M	100	A		\$ 21.01	127,467	D
Common Stock	05/14/2008	S	100	D		\$ 36.29	127,367	D
Common Stock	05/14/2008	M	800	A		\$ 21.01	128,167	D
Common Stock	05/14/2008	S	800	D		\$ 36.28	127,367	D
Common Stock	05/14/2008	M	1,000	A		\$ 21.01	128,367	D
Common Stock	05/14/2008	S	1,000	D		\$ 36.27	127,367	D
Common Stock	05/14/2008	M	1,300	A		\$ 21.01	128,667	D
Common Stock	05/14/2008	S	1,300	D		\$ 36.25	127,367	D
Common Stock	05/14/2008	M	100	A		\$ 21.01	127,467	D
Common Stock	05/14/2008	S	100	D		\$ 36.23	127,367	D
	05/14/2008	M	1,200	A			128,567	D

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Common Stock					\$ 21.01		
Common Stock	05/14/2008	S	1,200	D	\$ 36.18	127,367	D
Common Stock	05/14/2008	M	100	A	\$ 21.01	127,467	D
Common Stock	05/14/2008	S	100	D	\$ 36.16	127,367	D
Common Stock	05/14/2008	M	3,900	A	\$ 21.01	131,267	D
Common Stock	05/14/2008	S	3,900	D	\$ 36.14	127,367	D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 24.99	05/14/2008		M	19,094	<u>(1)</u>	02/28/2011	Common Stock	19,094
Stock Option	\$ 21.01	05/14/2008		M	10,400	<u>(1)</u>	02/28/2013	Common Stock	10,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS MICHAEL E C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600			Executive Vice President & COO	

RALEIGH, NC 27604

Signatures

/s/Deborah A. Pike, Attorney-in-fact for Michael E.
Harris

05/16/2008

__Signature of Reporting Person

Date

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) Option vests ratably on the first through fourth anniversaries of grant date.

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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