

Harris John D Jr  
Form 4  
February 29, 2012

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Harris John D Jr

2. Issuer Name and Ticker or Trading Symbol  
COUSINS PROPERTIES INC  
[CUZ]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice President

(Last) (First) (Middle)  
191 PEACHTREE STREET, SUITE 500  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/23/2008

ATLANTA, GA 30303

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/23/2008		P		17 <sup>(1)</sup> A \$ 13.97	17,406 <sup>(2)</sup>	D
Common Stock	02/24/2009		P		34 <sup>(1)</sup> A \$ 7.63	17,440 <sup>(2)</sup>	D
Common Stock	02/23/2011		P		6 <sup>(1)</sup> A \$ 8.25	17,446 <sup>(2)</sup>	D
Common Stock	05/31/2011		P		5 <sup>(1)</sup> A \$ 8.72	17,451 <sup>(2)</sup>	D
Common Stock	05/31/2011		P		1 <sup>(1)</sup> A \$ 8.38	17,452 <sup>(2)</sup>	D

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Common Stock	08/26/2011	P	7 <u>(1)</u>	A	\$ 6.59	17,459 <u>(2)</u>	D
Common Stock	12/23/2011	P	1 <u>(1)</u>	A	\$ 6.93	17,460 <u>(2)</u>	D
Common Stock	12/23/2011	P	8 <u>(1)</u>	A	\$ 6.51	17,468 <u>(2)</u>	D

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

**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.**

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(9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harris John D Jr 191 PEACHTREE STREET SUITE 500 ATLANTA, GA 30303			Senior Vice President	

## Signatures

/s/ John D. Harris, Jr.                      02/29/2012

\*\*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) Shares of common stock acquired through a broker-sponsored dividend reinvestment plan following quarterly cash dividends paid by Cousins Properties Incorporated on such dates determined in the discretion of the broker of the Reporting Person.

Includes 13,743 restricted stock awarded under the Cousins Properties Incorporated (CPI) 1999 and 2009 Incentive Stock Plan. While the

(2) 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 will forfeit upon termination of employment.

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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