

GELLERSTEDT LAWRENCE L III  
 Form 4  
 February 01, 2012

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

OMB APPROVAL

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**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 \*  
 GELLERSTEDT LAWRENCE L III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

191 PEACHTREE STREET, SUITE 500

01/31/2012

President & CEO

(Street)

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

ATLANTA, GA 30303

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                      |
| Common Stock                    | 01/31/2012                           |                                                    | A <sup>(1)</sup>               |                                                                   | 255,952                                                                                       | A                                                        | \$ 0                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 413,987 <sup>(2)</sup>                                                                        | D                                                        |                                            |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,665                                                                                         | I                                                        | By Profit Sharing Plan                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 50                                                                                            | I                                                        | By Spouse                                  |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 500                                                                                           | I                                                        | By Irrevocable Trust                       |
|                                 |                                      |                                                    |                                |                                                                   | 1,000                                                                                         | I                                                        |                                            |



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shares. All unvested shares will forfeit upon termination of employment.

- (2) Includes 330,056 restricted stock awarded under the Cousins Properties Incorporated (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 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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