#### BELL THOMAS D JR

Form 4

March 16, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

Form filed by More than One Reporting

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

subject to

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BELL THOMAS D JR Issuer Symbol **COUSINS PROPERTIES INC** (Check all applicable) [CUZ] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 191 PEACHTREE STREET, SUITE 03/06/2009 Chairman and CEO 3600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person

ATLANTA, GA 30303

(State)

(City)

Person

(City)	(State) (Zi	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	03/06/2009		Code V	Amount 25,000	(A) or (D)	Price \$	Reported Transaction(s) (Instr. 3 and 4) 348,152 (1)	(I) (Instr. 4)	
Stock Series A Cumulative	03/00/2007		1	23,000	11	6.05	540,132 <u>• •  </u>	Б	
Redeemable Preferred Stock	03/06/2009		P	2,800	A	\$ 13.5	37,324	D	
Series A Cumulative Redeemable Preferred	03/09/2009		P	999	A	\$ 12.5	38,323	D	

#### Edgar Filing: BELL THOMAS D JR - Form 4

Stock								
Series A Cumulative Redeemable Preferred Stock	03/11/2009	P	800	A	\$ 13	39,123	D	
Common Stock						3,625 (3)	I	By Profit Sharing Plan
Common Stock						17,955 ( <u>2)</u>	I	By The Jennifer And Thomas Bell Family Foundation
Series A Cumulative Redeemable Preferred Stock						25,874 (2)	I	By The Jennifer And Thomas Bell Family Foundation
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
			Person informa	SEC 1474 (9-02)				

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

number.

required to respond unless the form displays a currently valid OMB control

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	1
	Derivative				Securities			(Instr.	3 and 4)		- 1
	Security				Acquired						1
	•				(A) or						
					Disposed						-
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						*	*		Number		
									of		
				Code V	(A) (D)				Shares		

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BELL THOMAS D JR

191 PEACHTREE STREET SUITE 3600

ATLANTA, GA 30303

## **Signatures**

/s/ Thomas D.
Bell, Jr.

\*\*Signature of Reporting Person

O3/16/2009

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).
  - Includes 17,261 shares of restricted stock awarded under the Cousins Properties Incorporated (CPI) 1999 Incentive Stock Plan. These shares will vest 25% per year on each anniversary date of the grant, and CPI will hold these shares until such shares become vested.
- 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.
- (2) Shares held by The Jennifer and Thomas Bell Family Foundation for which the reporting person and the reporting person's wife serve as co-trustees.
- (3) Shares held by the reporting person as beneficiary in the Company's Profit Sharing Plan.

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.

Reporting Owners 3