

MCCOLL JOHN S
Form 4
June 04, 2018

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 *
MCCOLL JOHN S

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)
3344 PEACHTREE ROAD, SUITE 1800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

ATLANTA, GA 30326

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 | (A) or (D) | Price | | |
| Common Stock | 05/31/2018 | | M | | 23,058 | A | \$ 5.32 | 160,489 ⁽¹⁾ | D |
| Common Stock | 05/31/2018 | | M | | 32,425 | A | \$ 6.33 | 192,914 ⁽¹⁾ | D |
| Common Stock | 05/31/2018 | | M | | 17,619 | A | \$ 6.39 | 210,533 ⁽¹⁾ | D |
| Common Stock | 05/31/2018 | | F ⁽²⁾ | | 53,230 | D | \$ 9.39 | 157,303 ⁽¹⁾ | D |
| Common Stock | | | | | | | | 14,333.22 | I By Profit Sharing |

Plan

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 5.32 | 05/31/2018 | | M | 23,058 | 02/15/2011 02/15/2020 | | Common Stock | 23,058 |
| Stock Options (Right to Buy) | \$ 6.33 | 05/31/2018 | | M | 32,425 | 02/16/2010 02/16/2019 | | Common Stock | 32,425 |
| Stock Options (Right to Buy) | \$ 6.39 | 05/31/2018 | | M | 17,619 | 02/14/2012 02/14/2021 | | Common Stock | 17,619 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCCOLL JOHN S
3344 PEACHTREE ROAD
SUITE 1800
ATLANTA, GA 30326

Executive Vice President

Signatures

/s/ John S.
McColl

06/04/2018

__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) Includes 28,890 shares of restricted stock awarded under the CPI 2009 Incentive Stock Plan. 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) In payment of the exercise price, the reporting person delivered 46,763 shares. 6,467 shares withheld to pay the reporting person's tax liability and related exercise price of the underlying stock options as permitted under the CPI 2009 Incentive Stock 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.