

CALLISON KAY N

Form 5/A

March 01, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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 APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
CALLISON KAY N2. Issuer Name **and** Ticker or Trading
Symbol
HIGHWOODS PROPERTIES INC
[HIW]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)C/O HIGHWOODS PROPERTIES,
INC., 3100 SMOKETREE
COURT, SUITE 600

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/01/2006

6. Individual or Joint/Group Reporting

(check applicable line)

RALEIGH, NC 27604

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/14/2005	Â	G5	750 D \$ 0	2,349.96 ⁽¹⁾ D	Â	
Common Stock	12/14/2005	Â	G5	440 D \$ 29.52	254,075 I	By trust	
Common Stock	12/14/2005	Â	G5	450 A \$ 29.52	176,967 I	As co-trustee	

Common Stock	Â	Â	Â	Â	Â	Â	40,000 ⁽²⁾	I	By husband through trust
Common Stock	Â	Â	Â	Â	Â	Â	37,636 ⁽³⁾	I	By trust
Common Stock	Â	Â	Â	Â	Â	Â	30,044	I	By trust
Common Stock	Â	Â	Â	Â	Â	Â	30,044	I	As co-trustee
Common Stock	Â	Â	Â	Â	Â	Â	9,849	I	As co-trustee

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

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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. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CALLISON KAY N C/O HIGHWOODS PROPERTIES, INC. 3100 SMOKETREE COURT, SUITE 600 RALEIGH, NC 27604	Â X Â Â Â

Signatures

/s/Mack D. Pridgen, III for Kay N.
Callison

03/01/2006

__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 133.955 shares purchased in 2005 through reinvestment of dividends pursuant to the issuer's DRIP.
The shares are held in trust for the benefit of the reporting person's spouse. The reporting person disclaims beneficial ownership of those shares, and the filing of this report or earlier reports is not an admission that the reporting person is the beneficial owner of those shares for the purpose of Section 16 or any other purpose.
- (2) The shares are held in trust for the benefit of the reporting person's child. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of those shares, and the filing of this report or earlier reports is not an admission that the reporting person is the beneficial owner of those shares for the purpose of Section 16 or any other purpose.
- (3) The shares are held in trust for the benefit of the reporting person's child. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of those shares, and the filing of this report or earlier reports is not an admission that the reporting person is the beneficial owner of those shares for the purpose of Section 16 or any other purpose.

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Remarks:

ThisÂ formÂ isÂ beingÂ amendedÂ toÂ reviseÂ theÂ totalÂ amountÂ ofÂ securitiesÂ ownedÂ atÂ endÂ ofÂ Issuer'sÂ Fis

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.