

COUSINS PROPERTIES INC

Form 4

September 26, 2006

FORM 4**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).

**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

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(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)

2500 WINDY RIDGE
PARKWAY, SUITE 1600

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/22/2006

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President

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

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

ATLANTA, GA 30339

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/22/2006		M		13,786	A	\$ 17.36	84,877 ⁽¹⁾	D
Common Stock	09/22/2006		M		21,735	A	\$ 18.06	106,612 ⁽¹⁾	D
Common Stock	09/22/2006		M		14,048	A	\$ 18.6	120,660 ⁽¹⁾	D
Common Stock	09/22/2006		M		11,079	A	\$ 21.23	131,739 ⁽¹⁾	D
Common Stock	09/22/2006		M		11,367	A	\$ 24.71	143,106 ⁽¹⁾	D

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Common Stock	09/22/2006	F	8,400 (2)	D	\$ 34.05	134,706 (1)	D	
Common Stock						450 (3)	I	As Trustee for children
Common Stock						5,759 (4)	I	By Profit Sharing Plan

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 17.36	09/22/2006		M		13,786		12/14/2000 ⁽⁵⁾	12/14/2009	Common Stock	13,786
Stock Options (Right to buy)	\$ 18.06	09/22/2006		M		21,735		11/19/2003 ⁽⁷⁾	11/19/2012	Common Stock	21,735
Stock Options (Right to buy)	\$ 18.6	09/22/2006		M		14,048		11/13/2002 ⁽⁷⁾	11/13/2011	Common Stock	14,048
Stock Options (Right to buy)	\$ 21.23	09/22/2006		M		11,079		11/14/2001 ⁽⁸⁾	12/28/2010	Common Stock	11,079
	\$ 24.71	09/22/2006		M		11,367		12/10/2004 ⁽⁷⁾	12/10/2013		11,367

Stock
Options
(Right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCCOLL JOHN S 2500 WINDY RIDGE PARKWAY SUITE 1600 ATLANTA, GA 30339	Senior Vice President

Signatures

John S. McColl 09/26/2006

__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).

These options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. These options will vest 20% per year
(5) on the anniversary of the grant date, with shares being 100% vested in year 5 of the grant term. The Plan under which these options were granted complies with Rule 16b-3 and provides for tax withholding.

(4) Shares held by the reporting person as beneficiary in the Company's Profit Sharing Plan.

On November 19, 2004 the number of options beneficially owned and the corresponding exercise prices were adjusted due to the payment
(9) of a special dividend. The number of options outstanding increased by approximately 22.24% and the exercise price decreased by approximately 18.19% for the November 19, 2004 special dividend.

These options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. These options will vest 25% per year
(7) on the anniversary of the grant date, with shares being 100% vested in year 4 of the grant term. The Plan under which these options were granted complies with Rule 16b-3 and provides for tax withholding.

(2) 8,400 shares were withheld by the Company to pay the reporting person's tax liability as provided under the Plan.

These options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. These options will vest 25% per year
(8) on November 14, with shares being 100% vested in year 4 of the grant term. The Plan under which these options were granted complies with Rule 16b-3 and provides for tax withholding.

(3) Shares held as trustee in a trust for the benefit of the reporting person's children.

Includes 9,020 shares awarded under Cousins Properties Incorporated (CPI) 1999 Incentive Stock Plan. The shares will be paid in any event if the employee is employed approximately six years from the grant date. Such shares may be awarded earlier as follows: (i) In three years if Funds from Operations Per Shares ("FFOPS") has grown 15% per annum; (ii) In four years if FFOPS has grown by 14% per annum; and (iii) In five years if FFOPS has grown 13% per annum. All shares not paid will forfeit upon termination of employment.
(1) Includes 9,079 shares of restricted stock awarded under the 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.

On September 16, 2003 and November 19, 2004 the number of options beneficially owned and the corresponding exercise prices were adjusted due to the payment of a special dividend. The number of options outstanding increased by approximately 7.4% and the exercise price decreased by approximately 6.9% for the September 16, 2003 special dividend. The number of options outstanding increased by approximately 22.24% and the exercise price decreased by approximately 18.19% for the November 19, 2004 special dividend.
(6)

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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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