

GELLERSTEDT LAWRENCE L III  
 Form 4  
 June 01, 2018

**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)  
 3344 PEACHTREE ROAD, SUITE 1800  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/30/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO / Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4) |                        |   |                        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                        |   |                        |
| Common Stock                    | 05/30/2018                           |  | M                              | V   | 66,166  | A  | \$ 6.33   | 731,738 <sup>(1)</sup> | D |                        |
| Common Stock                    | 05/30/2018                           |  | F <sup>(2)</sup>               |   | 54,383  | D  | \$ 9.39   | 677,355 <sup>(1)</sup> | D |                        |
| Common Stock                    |                                      |  |                                |   |   |  |   | 1,660.2773             | I | By Profit Sharing Plan |
| Common Stock                    |                                      |  |                                |   |   |  |   | 50                     | I | By Spouse              |
| Common Stock                    |                                      |  |                                |   |   |  |   | 500                    | I | By Irrevocable         |

|                 |       |   |   |
|-----------------|-------|---|---|
| Common<br>Stock | 1,000 | I | Trust<br><br>By<br>Irrevocable<br>Trust |
|-----------------|-------|---|---|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   |                                      | Code   | Date<br>Exercisable  | Expiration<br>Date  | Title                               |        |
|   |  |   |   |                                      | V  | (A)  | (D)   |                                     |        |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 6.33  | 05/30/2018                              |   | M                                    | 66,166   | 02/16/2010   | 02/16/2019  | Common<br>Stock                     | 66,166 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                          |
|--|--|
|  | Director   10% Owner   Officer   Other |
| GELLERSTEDT LAWRENCE L III<br>3344 PEACHTREE ROAD<br>SUITE 1800<br>ATLANTA, GA 30326 | X<br><br>CEO   Chairman of the Board   |

## Signatures

|   |            |
|---|------------|
| /s/ Kristin R. Myers, by Power of<br>Attorney | 06/01/2018 |
| **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).

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- Includes 195,594 of restricted stock awarded under the Cousins Properties Incorporated (CPI) 2009 Incentive Stock Plan. While the
- (1) 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 withheld from the vesting of restricted stock to pay the reporting person's tax liability as permitted under the 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.

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