

Roper Pamela F
Form 3
October 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Roper Pamela F
(Last) (First) (Middle)

191 PEACHTREE STREET
NE,Â SUITE 500

(Street)

ATLANTA,Â GAÂ 30303

(City) (State) (Zip)

1. Title of Security
(Instr. 4)

Common Stock

2. Date of Event Requiring Statement

(Month/Day/Year)
10/01/2012

3. Issuer Name and Ticker or Trading Symbol
COUSINS PROPERTIES INC [CUZ]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned
(Instr. 4)

9,432 ⁽¹⁾

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy) ⁽²⁾	12/08/2005	12/08/2014	Common Stock	1,758	\$ 28.44	D	Â
Stock Options (Right to Buy) ⁽²⁾	12/09/2006	12/09/2015	Common Stock	2,871	\$ 26.11	D	Â
Stock Options (Right to Buy) ⁽³⁾	12/11/2007	12/11/2016	Common Stock	2,776	\$ 36	D	Â
Stock Options (Right to Buy) ⁽³⁾	12/06/2008	12/06/2017	Common Stock	2,676	\$ 24.27	D	Â
Stock Options (Right to Buy) ⁽³⁾	12/06/2008	12/06/2017	Common Stock	1,444	\$ 24.27	D	Â
Stock Options (Right to Buy) ⁽²⁾	12/08/2005	12/08/2014	Common Stock	485	\$ 28.44	D	Â
Stock Options (Right to Buy) ⁽²⁾	12/09/2006	12/09/2015	Common Stock	96	\$ 26.11	D	Â
Stock Options (Right to Buy) ⁽³⁾	12/11/2007	12/11/2016	Common Stock	1,620	\$ 36	D	Â
Stock Options (Right to Buy) ⁽³⁾	12/06/2008	12/06/2017	Common Stock	484	\$ 24.27	D	Â
Stock Options (Right to Buy) ⁽³⁾	12/06/2008	12/06/2017	Common Stock	260	\$ 24.27	D	Â
Stock Options (Right to Buy) ⁽³⁾	02/16/2010	02/16/2019	Common Stock	2,317	\$ 8.35	D	Â
Stock Options (Right to Buy) ⁽³⁾	02/16/2010	02/16/2019	Common Stock	1,481	\$ 8.35	D	Â
Phantom Stock ⁽⁴⁾	02/16/2010	02/16/2013	Common Stock	230	\$ 0 ⁽⁴⁾	D	Â
Phantom Stock ⁽⁴⁾	02/16/2010	02/16/2013	Common Stock	147	\$ 0 ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roper Pamela F 191 PEACHTREE STREET NE SUITE 500 ATLANTA, GA 30303	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Kristin R. Myers, by Power of
Attorney

10/10/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 8,180 of restricted stock awarded under the Cousins Properties Incorporated (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) Stock Options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. The options vest 25% per year on the anniversary date of the the grant date, with shares being 100% vested in year four of the grant term.

These options were granted under the 1999 Incentive Stock Plan. These options will vest 25% per year on each anniversary date of the grant, with shares being 100% vested in year 4 of the grant term. The reporting person may, as an alternative to exercising the stock option right to purchase CPI stock, elect to exercise the related Stock Appreciation Right (SAR). The exercise of the SAR allows the reporting person to receive the number of whole shares of CPI stock equal to the difference between the fair market value of the stock on the date of exercise and the option price.

(4) Award of restricted stock units under Cousins Properties Incorporated (CPI) 2005 Restricted Stock Unit Plan. Each unit represents a right to receive a payment in cash equal to the average of the closing price of CPI's common stock on each trading day during the 30 day period ending on the date payment is due under the plan. These units will vest 25% per year on each anniversary date of the grant, with units being 100% vested in year 4 of the grant term. Unforfeited shares held prior to vesting will earn dividends paid annually but will not have shareholder rights. All unvested shares will forfeit upon termination of employment.

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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