

STONE R DARY
Form 4
February 09, 2005

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 *
STONE R DARY

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2005

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

2500 WINDY RIDGE
PARKWAY, SUITE 1600

(Street)

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	02/07/2005		M		83,505	A	\$ 17.87	192,812 <u>(1)</u>	D
Common Stock	02/07/2005		M		50,000	A	\$ 18.6	242,812 <u>(1)</u>	D
Common Stock	02/07/2005		S		100,000	D	\$ 28.4748	142,812 <u>(1)</u>	D
Common Stock	02/08/2005		S		33,505	D	\$ 28.4447	109,307 <u>(1)</u>	D
Common Stock								2,210 <u>(2)</u>	I
									See Footnote

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)	\$ 17.87	02/07/2005		M		83,505		02/08/2001 ⁽³⁾	02/08/2010	Common Stock	83,505
Stock Options (Right to buy)	\$ 18.6	02/07/2005		M		50,000		11/13/2002 ⁽⁵⁾	11/13/2011	Common Stock	50,000

Reporting Owners

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

Signatures

James A. Fleming, by Power of
Attorney 02/09/2005

__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 20,000 shares awarded under the Cousins Properties Incorporated 1999 Incentive Stock Plan. The shares will be paid in any event if the employee is employed on November 14, 2006. Such shares may be awarded earlier as follows: (i) on December 31, 2003 if Funds from Operations Per Shares ("FFOPS") has grown 15% per annum; (ii) on December 31, 2004 if FFOPS has grown by 14% per annum; and (iii) on December 31, 2005 if FFOPS has grown 13% per annum. All shares not paid will forfeit upon termination of employment. Includes 9,240 shares of restricted stock awarded under the Cousins Properties Incorporated (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.

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

These options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. The options will vest 20% per year on each anniversary date of the grant, 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) On 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 increased by approximately 22.24% and the exercise price decreased by approximately 18.19%.

(5) These options were granted under the Cousins Properties Incorporated 1999 Incentive Stock Plan. The 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 Plan under which these options were granted complies with Rule 16b-3 and provides for tax withholding.

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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