Yenser Steven V Form 4 December 15, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Yenser Steven V Issuer Symbol **COUSINS PROPERTIES INC** (Check all applicable) [CUZ]

(Month/Day/Year)

12/11/2009

3. Date of Earliest Transaction

Director 10% Owner

X_ Officer (give title below) **EVP**

_ Other (specify below)

191 PEACHTREE STREET NE, SUITE 3600

(First)

(Middle)

(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

ATLANTA, GA 30303

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	12/11/2009		M <u>(1)</u>	769	A	\$0	4,826	D	
Common Stock	12/11/2009		D	769	D	\$ 7.48	4,057	D	
Common Stock	12/11/2009		M(1)	451	A	\$ 0	4,508	D	
Common Stock	12/11/2009		D	451	D	\$ 7.48	4,057	D	
Common Stock	12/11/2009		A	50 (2)	A	\$ 7.2733	4,107	D	

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Common Stock (3)	12/11/2009	A	8 (2)	A	\$ 7.2733	720.7508	I	By Profit Sharing Plan	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									
Persons who respond to the collection of									
			infor	matio	n containe	ed in this forr	n are not	(9-02)	

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required to respond unless the form

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	Fransaction of Code Derivative		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
Phantom Stock (4)	\$ 0	12/11/2009		M		769	12/11/2007(4)	12/11/2010	Common Stock	769
Phantom Stock (4)	\$ 0	12/11/2009		M		451	12/11/2008(4)	12/11/2011	Common Stock	451

Reporting Owners

Reporting Owner Name / Address	Relationships							
rioporting o water runner, raun ess	Director	10% Owner	Officer	Other				
Yenser Steven V 191 PEACHTREE STREET NE SUITE 3600 ATLANTA, GA 30303			EVP					
Cianaturas								

Signatures

/s/ Steven V.
Yenser

**Signature of Reporting Person

Date

Reporting Owners 2

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).
- Restricted stock units were granted under the Cousins Properties Incorporated 2005 Restricted Stock Unit Plan (the 2005 RSU Plan) and (1) have vested as to 25% of the total units granted. As required under the 2005 RSU Plan, the vested units were settled for cash from CPI. Each restricted stock unit is the economic equivalent of one share of CPI common stock.
 - Shares of common stock acquired as a result of the elective stock dividend paid on December 11, 2009. Shareholders elected, pursuant to the terms of the Prospectus Supplement filed November 5, 2009 ("Supplement"), to receive the dividend in all or partial stock. If all stock
- (2) was elected, shareholders received their entire dividend in stock. If partial stock was elected, shareholders received approximately \$0.0575 of the \$0.09 dividend in stock. The value of the shares distributed is \$7.2733 per share which were valued at the average closing price on December 1, 2, and 3, 2009 pursuant to the terms of the Supplement.
- (3) Shares held by the reporting person as beneficiary in the Company's Profit Sharing Plan.
 - Award of restricted stock units under the 2005 RSU Plan. Each unit represents a right to receive a payment in cash equal to the fair market value of one share of CPI's common stock as of the date payment is due under the plan. These units will vest 25% per year on
- (4) each anniversary date of the grant, with units being 100% vested in year 4 of the grant term. While the shares are being held prior to vesting, the reporting person will have the right to receive all cash dividends 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. 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.