|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| SEC Form 5 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | **FORM 5** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Washington, D.C. 20549 |  |  |  |  |  |  |  |  |  |  |
|  |  | Check this box if no longer subject to |  |  |  |  |  | OMB APPROVAL |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | Section 16. Form 4 or Form 5 |  | **ANNUAL STATEMENT OF CHANGES IN BENEFICIAL** |  |  |  |  |  |  |  |  |  |
|  |  |  | OMB Number: | 3235-0362 |  |  |  |  |
|  |  | obligations may continue. *See* |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | Instruction 1(b). |  |  |  |  |  |  |  | **OWNERSHIP** |  |  |  | Estimated average burden |  |  |  |  |  |
|  |  | Form 3 Holdings Reported. |  |  |  |  |  |  |  |  | hours per response: | 1.0 |  |  |  |  |
|  |  |  |  | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | Form 4 Transactions Reported. |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | or Section 30(h) of the Investment Company Act of 1940 |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* |  |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |  |  |  |  |  |
|  |  | [Miller Jeffrey Douglas](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001394121) |  |  |  |  |  |  | [HIGHWOODS PROPERTIES INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000921082) [ HIW ] | (Check all applicable) |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | Director | 10% Owner |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | X | Officer (give title | Other (specify |  |  |  |  |  |
|  |  | (Last) | (First) | (Middle) |  |  |  | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | below) | below) |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  | 12/31/2018 |  |  | EVP, General Counsel & Sec. |  |  |  |  |  |
|  |  | 3100 SMOKETREE COURT, SUITE 600 |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



|  |  |  |
| --- | --- | --- |
| (Street) |  |  |
|  | RALEIGH | NC | 27604 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

4. If Amendment, Date of 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 Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** |  | **2. Transaction** | **2A. Deemed** |  | **3.** |  | **4. Securities Acquired (A) or Disposed** |  | **5. Amount of** | **6.** |  | **7. Nature of** |  |
|  |  |  |  | **Date** | **Execution Date,** | **Transaction** | **Of (D) (Instr. 3, 4 and 5)** |  |  | **Securities** | **Ownership** | **Indirect** |  |
|  |  |  |  | **(Month/Day/Year)** | **if any** |  | **Code (Instr.** |  |  |  |  | **Beneficially** | **Form: Direct** | **Beneficial** |  |
|  |  |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  |  |  | **Owned at end of** | **(D) or** | **Ownership** |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **(A) or** |  |  | **Issuer's Fiscal** | **Indirect (I)** | **(Instr. 4)** |  |
|  |  |  |  |  |  |  |  |  | **Amount** | **Price** |  | **Year (Instr. 3 and** | **(Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **(D)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock |  | 05/02/2018 | 05/02/2018 | G |  | 125 | D | $0.00 | 79,752(1) |  | D |  |  |  |  |
|  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** |  |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number** | **6. Date Exercisable and** | **7. Title and** | **8. Price of** | **9. Number of** | **10.** |  | **11. Nature** |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** |  | **Expiration Date** | **Amount of** | **Derivative** | **derivative** |  | **Ownership** | **of Indirect** |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | **Securities** | **Security** | **Securities** |  | **Form:** |  | **Beneficial** |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  | **Underlying** | **(Instr. 5)** | **Beneficially** | **Direct (D)** |  | **Ownership** |  |
|  |  | **Derivative** |  |  |  | **Acquired** |  |  | **Derivative** |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** |  |
|  |  | **Security** |  |  |  | **(A) or** |  |  |  | **Security (Instr. 3** |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |
|  |  |  |  |  |  | **Disposed** |  |  | **and 4)** |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |  |  |
|  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **(A)** | **(D)** | **Title** | **of** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Exercisable Date** | **Shares** |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Includes 115 shares acquired in 2018 through the issuer's employee stock purchase plan.

**Remarks:**

|  |  |  |
| --- | --- | --- |
| /s/Jeffrey D. Miller |  | 02/08/2019 |
|  |  |  |  |
| \*\* Signature of Reporting Person | Date |

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**