COUSINS THOMAS G

Form 5

February 12, 2009

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **COUSINS THOMAS G** Symbol **COUSINS PROPERTIES INC** (Check all applicable) [CUZ] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X__ 10% Owner Director _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2008 **Director Emeritus** 191 PEACHTREE STREET, Â SUITE 3600 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ATLANTA, GAÂ 30303 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	^(Zip) Tabl	e I - Non-Der	ivative Se	curitie	es Acqu	iired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	12/15/2008	Â	G	8,245	D	\$0	7,278,238	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	216,540 (1)	I	By A Grantor Trust
Common Stock	Â	Â	Â	Â	Â	Â	407,471 (2)	I	By a Limited Partnership

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Common Stock \hat{A} \hat

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

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

•	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)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COUSINS THOMAS G 191 PEACHTREE STREET SUITE 3600 ATLANTA, GAÂ 30303

 \hat{A} \hat{A} \hat{A} \hat{A} Director Emeritus \hat{A}

Signatures

/s/ Kristin R. Myers, by Power of Attorney 02/12/2009

**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) Shares held by a grantor trust under instrument dated December 28, 1988.
- Shares held by a limited partnership in which the partners are a limited liability company and a charitable lead annuity trust. The LLC
- (2) members include the reporting person, the reporting person's wife and the reporting person's daughter. The reporting person disclaims beneficial interest in any shares to the extent he has no pecuniary interest.
- (3) Shares held by the reporting person's wife. Reporting person disclaims all beneficial ownership of his wife's shares.

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

Reporting Owners 2

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