

COUSINS PROPERTIES INC

Form 8-K

September 22, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 20, 2004

Cousins Properties Incorporated

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction of incorporation)

0-3576

58-0869052

(Commission File Number)

(IRS Employer Identification Number)

2500 Windy Ridge Parkway, Atlanta, Georgia

30339-5683

(Address of principal executive offices)

(Zip Code)

(770) 955-2200

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01. Acquisition or Disposition of Assets.

On September 20, 2004, Cousins/Myers Second Street Partners, L.L.C. (majority-owned by Cousins Properties Incorporated (Cousins) with a share owned by Myers Second Street Company LLC) sold 101 Second Street, a 387,000 square foot office building in San Francisco, California, to Hines 101 Second Street LP. The sales price was \$140.6 million. On the same day, Cousins/Myers II, LLC (majority-owned by Cousins with a share owned by Myers Bay Area Company LLC) sold 55 Second Street, a 379,000 square foot office building also in San Francisco, California, to Hines 55 Second Street LP. The sales price was \$146.4 million. Both of the purchasers are affiliates of Hines Interests LP.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 22, 2004

COUSINS PROPERTIES INCORPORATED

By: /s/ James A. Fleming

James A. Fleming
Executive Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)