

COUSINS PROPERTIES INC  
Form SC 13G  
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), and (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 8)

Cousins Properties Incorporated  
(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share  
(Title of Class of Securities)

222 795 10 6  
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1 (d)

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CUSIP No. 222 795 10 6

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**13G**

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

*Thomas G. Cousins*

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

**3. SEC USE ONLY****4. CITIZENSHIP OR PLACE OF ORGANIZATION***United States of America*

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	8,900,098*
	6. SHARED VOTING POWER	624,011
	7. SOLE DISPOSITIVE POWER	8,863,218**
	8. SHARED DISPOSITIVE POWER	624,011

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**9,524,109**10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*****11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**19.19% (1)**12. TYPE OF REPORTING PERSON\***

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Based on 49,636,617 shares of Common Stock outstanding on December 31, 2003, which number includes 801,552 shares subject to currently exercisable options.

\* Includes 801,552 shares subject to currently exercisable options and 36,880 shares of performance accelerated restricted stock.

\*\* Includes 801,552 shares subject to currently exercisable options.

**Item 1(a). Name of Issuer:**

Cousins Properties Incorporated

Item 1(a). Name of Issuer:

**Item 1(b). Address of Issuer's Principal Executive Offices:**

2500 Windy Ridge Parkway  
Atlanta, Georgia 30339

**Item 2(a). Name of Person Filing:**

Thomas G. Cousins

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

2500 Windy Ridge Parkway  
Atlanta, Georgia 30339

**Item 2(c). Citizenship:**

United States of America

**Item 2(d). Title of Class of Securities:**

Common Stock, \$1.00 par value

**Item 2(e). CUSIP Number:**

222 795 10 6

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a) (6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a) (19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13-d-1(b) (1) (ii) (E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1 (b) (1) (ii) (F);

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- (g)  A parent holding company or control person in accordance with Rule 13d-1 (b) (1) (ii)(G).2

Item 2(e). CUSIP Number:

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- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

If this statement is filed pursuant to Rule 13d-1 (c), check this box.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

9,524,109

- (b) Percent of class:

19.19%

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote 8,900,098

- (ii) Shared power to vote or to direct the vote 624,011

- (iii) Sole power to dispose or to direct the disposition of 8,863,218

- (iv) Shared power to dispose or to direct the disposition of 624,011

Instruction: For computations regarding securities which represent a right to acquire an underlying security *see* Rule 13d-3(d) (1).

**Item 5. Ownership of Five Percent or Less of a Class.**

N/A

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

N/A

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**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

N/A

**Item 8. Identification and Classification of Members of the Group.**

**Item 4. Ownership.**

N/A

**Item 9. Notice of Dissolution of Group.**

N/A

**Item 10. Certifications.**

N/A

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2003  
Date

/s/ Thomas G. Cousins  
Thomas G. Cousins