



**Highwoods Properties, Inc.**

HIW NYSE

REIT - Residential / Commercial

Market Capitalization USD:

\$2,046.01 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Edward J. Fritsch**Age: 53****CEO Since: 2004**

	2009	2010	2011
Base Salary	\$540,750	\$540,750	\$542,622
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,054,461	\$617,982	\$715,631
Benefits and Perquisites	\$669,476	\$653,660	\$587,124
TOTAL ANNUAL COMPENSATION	\$2,264,687	\$1,812,392	\$1,845,377
Increase in Post-Retirement Benefits	\$191	\$165	\$0
Stock Option Awards	\$227,887	\$319,042	\$319,042
Stock Awards	\$937,882	\$1,276,614	\$1,420,029
TOTAL COMPENSATION	\$3,430,647	\$3,408,213	\$3,584,448
Median of Other Named Executive Officers Total Compensation	\$1,139,925	\$1,257,154	\$1,352,149
Value Realized on Exercise of Stock Option	\$1,188,903	\$451,107	\$919,981
Value Realized on Vesting of Stock	\$1,600,464	\$2,032,089	\$2,205,351
TOTAL REALIZED EQUITY COMPENSATION	\$2,789,367	\$2,483,196	\$3,125,332

Proxy Date: 4 Apr 2012

Annual Meeting Date: 15 May 2012

Equity Reserves: 5.57%

Stock Option Run Rate: 0.33%

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Performance Comparison

■ S&P500 ■ Industry ■ HIW



Peer Comparisons (TRBC) =REIT - Residential / Commercial

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HIW	Highwoods Properties, Inc.	\$3,430,647	\$3,408,213	\$3,584,448	\$2,046,007,835
KIM	Kimco Realty Corporation	\$1,824,572	\$2,381,272	\$4,033,226	\$6,116,955,001
MAC	Macerich Company (The)	\$5,817,791	\$8,987,393		\$6,094,853,730
DLR	Digital Realty Trust, Inc.	\$3,660,674	\$5,042,510	\$5,357,687	\$5,548,718,760
FRT	Federal Realty Investment Trust	\$3,511,010	\$9,762,492	\$5,913,285	\$5,175,830,263
SLG	SL Green Realty Corp.	\$11,414,951	\$24,840,351		\$5,169,829,180
UDR	UDR, Inc.	\$3,855,753	\$8,651,734	\$3,214,134	\$4,850,421,546

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Brandywine Realty Trust, Corporate Office Properties Trust, Duke Realty Corp., Kilroy Realty Corp., Liberty Property Trust, Mack-Cali Realty Corp., and Parkway Properties, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
L. Glenn Orr	Chairman	71	Male	17	Outside Related
O. Temple Sloan	Member	73	Male	18	Outside Related

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