

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-17** | Period of Report: **2012-12-18**  
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### REPORTING OWNER

#### Thayer Stella Ferguson

CIK: **1341381**

Type: **4/A** | Act: **34** | File No.: **001-12080** | Film No.: **13535135**

Mailing Address

*4401 NORTHSIDE PARKWAY,  
SUITE 800  
ATLANTA GA 30327*

### ISSUER

#### POST PROPERTIES INC

CIK: **903127** | IRS No.: **581550675** | State of Incorporation: **GA** | Fiscal Year End: **1231**  
SIC: **6798** Real estate investment trusts

Mailing Address

*4401 NORTHSIDE PARKWAY  
SUITE 800  
ATLANTA GA 30327*

Business Address

*4401 NORTHSIDE PARKWAY  
SUITE 800  
ATLANTA GA 30327  
4048465000*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Thayer Stella Ferguson</b>			2. Issuer Name and Ticker or Trading Symbol <b>POST PROPERTIES INC [PPS]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/18/2012</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
4401 NORTHSIDE PARKWAY, SUITE 800			4. If Amendment, Date Original Filed(Month/Day/Year) <b>12/19/2012</b>					
(Street) <b>ATLANTA, GA 30327</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

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

1. Title of Derivative Security (Instr. 3)	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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock Units	(1) (2)	12/18/2012		A		310 (3)		(1) (2)	(1) (2)	Common Stock	\$48.8 (1) (2)	14,739 (4)	D	

#### Explanation of Responses:

- Under the Issuer's amended and restated deferred compensation plan (the "plan"), a director may defer all or a portion of the fees payable to the director during any calendar year for services as a member of the Issuer's board of directors. Distributions from the plan may only be made in the Issuer's stock and the Issuer's stock is the only benchmark investment alternative available under the plan. Effective on December 18, 2012, the Issuer issued a number of shares of stock to a rabbi trust organized in connection with the plan, equal to the number of shares credited to the reporting person's bookkeeping account for compensation deferred under the plan for the quarter ended December 31, 2012. Each unit is equivalent to 1 share.
- Under the revised terms of the plan, the reporting person may direct the voting of shares held by the rabbi trust equal to the number of phantom shares held in her account.
- This amended Form 4 is to correct the number of shares previously reported as deferred under the plan.

4. Balance includes 76 shares credited to reporting person's account for dividend reinvestments since the last filed Form 4 reporting phantom units received in connection with the plan.

**Signatures**

/s/ Sherry W. Cohen, Power of Attorney

\*\* Signature of Reporting Person

01/17/2013

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.**