

COHEN SHERRY W

Form 4

March 24, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN SHERRY W

(Last) (First) (Middle)

4401 NORTHSIDE
PARKWAY, SUITE 800

(Street)

ATLANTA, GA 30327-3057

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
POST PROPERTIES INC [PPS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	03/22/2006		M	V Amount (A) or (D) Price 5,000 A \$ 24.01	23,730.65 ⁽¹⁾	D	
Common Stock	03/22/2006		S	200 D \$ 45.93	23,530.65	D	
Common Stock	03/22/2006		S	200 D \$ 45.91	23,330.65	D	
Common Stock	03/22/2006		S	1,200 D \$ 45.75	22,130.65	D	
Common Stock	03/22/2006		S	300 D \$ 45.89	21,830.65	D	

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Common Stock	03/22/2006	S	900	D	\$ 45.88	20,930.65	D	
Common Stock	03/22/2006	S	400	D	\$ 45.87	20,530.65	D	
Common Stock	03/22/2006	S	500	D	\$ 45.86	20,030.65	D	
Common Stock	03/22/2006	S	700	D	\$ 45.84	19,330.65	D	
Common Stock	03/22/2006	S	600	D	\$ 45.76	18,730.65	D	
Common Stock	03/22/2006	M	15,000	A	\$ 26.07	33,730.65	D	
Common Stock	03/22/2006	S	7,300	D	\$ 45.85	26,430.65	D	
Common Stock	03/22/2006	S	7,700	D	\$ 45.83	18,730.65	D	
Common Stock						400	I	By spouse

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock	\$ 24.01	03/22/2006		M	5,000	01/30/2004 ⁽²⁾ 01/30/2013	Common Stock 5,000
Common Stock	\$ 26.07	03/22/2006		M	15,000	07/17/2004 ⁽³⁾ 07/17/2013	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN SHERRY W 4401 NORTHSIDE PARKWAY SUITE 800 ATLANTA, GA 30327-3057			EVP and Secretary	

Signatures

/s/ Sherry Cohen 03/24/2006

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) Balance includes 131.58 shares of common stock acquired on 01/24/2006 pursuant to Company's 401(k) plan.
- (2) Option fully vested.
- (3) One fifth vested on 07/17/2004, one fifth vested on 07/17/2005 and the remainder will be vested in 1/5 increments on each anniversary of the date of grant through 07/17/2008.

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