# 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	May 28, 2003				
	PARKWAY PROPERTIES, INC	C.			
(Ex	act Name of registrant as specified	in charter)			
Maryland	1-11533	74-2123597			
State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)			
	One Jackson Place Suite 1000	0			
188 East Capitol Street P.O. Box 24647					
	Jackson, MS 39225-4647 (Address of principal executive offices)				
(601) 948-4091 (Registrant's telephone number, including area code)					
Former 1	name or former address, if changed	since last report			

#### Item 5. Other Events.

On May 28, 2003, Parkway Properties, Inc. (the "Company") agreed to sell 2,400,000 shares of 8.00% Series D Cumulative Redeemable Preferred Stock pursuant to an Underwriting Agreement between the Company, Parkway Properties, LP, Wachovia Securities, Inc. and A.G. Edwards & Sons, Inc. The Series D Preferred Stock has a \$25 liquidation value per share and will be redeemable at the option of the Company on or after June 27, 2008. The offering will result in net proceeds of approximately \$57,850,000, which along with a portion of the proceeds from the Company's March 2003 issuance of common stock will be used to redeem the Company's outstanding 8.75% Series A Cumulative Redeemable Preferred Stock. Closing of the offering is expected to occur on June 27, 2003.

#### Item 7. Financial Statements and Exhibits.

- (c) Exhibits.
  - (1) Underwriting Agreement among Parkway Properties, Inc., Parkway Properties LP, Wachovia Securities, Inc. and A.G. Edwards & Sons, Inc., dated May 28, 2003.
  - (5) Opinion of Jaeckle Fleischmann & Mugel, LLP regarding legality.
  - (8) Opinion of Jaeckle Fleischmann & Mugel, LLP as to certain tax matters.
  - (23) Consents of Jaeckle Fleischmann & Mugel, LLP (included as part of Exhibits 5 and 8).

# **SIGNATURES**

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

Date: June 4, 2003	
	PARKWAY PROPERTIES, INC. (Registrant)
	By:
	Marshall A. Loeb Chief Financial Officer

## Exhibit Index

Exhibit No.	<u>Description</u>			
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