

HFF, Inc.
Form 4
June 08, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
de Zarraga Manuel A

(Last) (First) (Middle)

C/O HFF, INC., ONE OXFORD CENTRE,, 301 GRANT STREET, SUITE 1100

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HFF, Inc. [HF]

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Executive Managing Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A common stock	02/18/2015		F	254 ⁽¹⁾	D	\$ 37.36	225,979 D
Class A common stock	03/01/2015		F	752 ⁽²⁾	D	\$ 35.58	225,227 D
Class A common stock	03/01/2015		F	132 ⁽³⁾	D	\$ 35.58	225,095 D
Class A common stock	03/01/2015		F	42 ⁽⁴⁾	D	\$	225,053 D

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common stock						35.58	
Class A common stock	03/03/2015	F	526 ⁽⁵⁾	D	\$ 33.41	224,527	D
Class A common stock	03/03/2015	F	25 ⁽⁶⁾	D	\$ 33.41	224,502	D
Class A common stock	03/03/2015	F	72 ⁽⁷⁾	D	\$ 33.41	224,430	D
Class A common stock	03/03/2015	F	3 ⁽⁸⁾	D	\$ 33.41	224,427	D

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)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships
de Zarraga Manuel A C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 1100 PITTSBURGH, PA 15219	Director 10% Owner Officer Executive Managing Director

Signatures

/s/ Eric O. Conrad, as
attorney-in-fact

06/08/2015

__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).
 - Represents shares transferred to the Company for tax withholding in connection with the grant of the restricted shares of the Company's
 - (1) Class A common stock under the Company's Office Profit Participation Plan, originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 20, 2015.
 - Represents shares transferred to the Company for tax withholding in connection with the vesting of restricted shares of the Company's
 - (2) Class A common stock whose grant was originally reported on a Form 3 filed with the U.S. Securities and Exchange Commission on April 10, 2014.
 - Represents shares transferred to the Company for tax withholding in connection with the vesting of restricted shares of the Company's
 - (3) Class A common stock whose grant in connection with the Company's dividends declared on November 30, 2012 and January 15, 2014, was originally reported on a Form 3 filed with the U.S. Securities and Exchange Commission on April 10, 2014.
 - Represents shares transferred to the Company for tax withholding in connection with the award of restricted shares of the Company's
 - (4) Class A common stock whose grant in connection with the Company's dividend declared on January 20, 2015 was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 20, 2015.
 - Represents shares transferred to the Company for tax withholding in connection with the vesting of restricted shares of the Company's
 - (5) Class A common stock under the Company's Office Profit Participation Plan, originally reported on a Form 3 filed with the U.S. Securities and Exchange Commission on April 10, 2014.
 - Represents shares transferred to the Company for tax withholding in connection with the award of restricted shares of the Company's
 - (6) Class A common stock whose grant in connection with the Company's dividend declared on January 20, 2015 was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 20, 2015.
 - Represents shares transferred to the Company for tax withholding in connection with the vesting of restricted shares of the Company's
 - (7) Class A common stock under the Company's Firm Profit Participation Plan, originally reported on a Form 3 filed with the U.S. Securities and Exchange Commission on April 10, 2014.
 - Represents shares transferred to the Company for tax withholding in connection with the award of restricted shares of the Company's
 - (8) Class A common stock whose grant in connection with the Company's dividend declared on January 20, 2015 was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 20, 2015.

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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