

HFF, Inc.
Form 4
March 17, 2015

FORM 4

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

OMB APPROVAL

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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 *
MILES GEORGE L JR

(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)
03/13/2015

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)

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		
Class A common stock	03/13/2015		M	4,167 A	\$ 18 48,438 ⁽¹⁾	D	
Class A common stock	03/13/2015		M	4,867 A	\$ 6.93 53,305	D	

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

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SEC 1474 (9-02)

number.

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 (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. Amount or Number of Shares
Stock Option	\$ 18	01/30/2007		M	4,167	01/30/2010 01/30/2017	Shares of Class A Common Stock, par value \$.01 per share	4,167
Stock Option	\$ 6.93	05/29/2008		M	4,867	05/29/2011 05/29/2018	Shares of Class A Common Stock, par value \$.01 per share	4,867

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILES GEORGE L JR C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 1100 PITTSBURGH, PA 15219	X			

Signatures

/s/ Eric O. Conrad, as attorney-in-fact 05/17/2015

**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).

(1) On January 20, 2015, the Company declared a dividend, payable to all holders of record of Class A common stock on February 2, 2015, of \$1.80 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's Omnibus Incentive Compensation Plan and the outstanding grants of restricted shares of Class A common stock, any restricted shares of Class A common stock that were unvested (or vested but not issued) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not issued) restricted share of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 13, 2015, the reporting person received 1,914 additional restricted shares of Class A common stock, subject to the vesting and distribution requirements of the underlying restricted shares held by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.