HFF, Inc. Form 4 May 05, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MILES GEORGE L JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HFF, Inc. [HF]

(Check all applicable)

C/O HFF, INC., ONE OXFORD

(State)

(First)

(Month/Day/Year) 05/04/2015

X_ Director 10% Owner Officer (give title _ Other (specify

CENTRE,, 301 GRANT STREET, **SUITE 1100**

(Street)

(Middle)

(Zip)

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

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

PITTSBURGH, PA 15219

| | | 140 | Table 1 - Non-Delivative Securities Acquired, Disposed of, of Deficient any Owned | | | | | | | |
|------------|---------------------|--------------------|---|--------|-----|--------------|------------------|--------------|--------------|--|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. 4. Securities Acquired | | | cquired | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of (D) | | | Securities | Form: Direct | Indirect | | |
| (Instr. 3) | | any | Code (Instr. 3, 4 and 5) | | | Beneficially | (D) or | Beneficial | | |
| | | (Month/Day/Year) | (Instr. 8) | | | Owned | Indirect (I) | Ownership | | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | (4) | | Reported | | | |
| | | | | | (A) | | Transaction(s) | | | |
| | | | C-1- V | A | or | D | (Instr. 3 and 4) | | | |
| ~- · | | | Code V | Amount | (D) | Price | | | | |
| Class A | | | | | | \$ | | | | |
| common | 05/04/2015 | | M | 9,034 | D | 39.24 | 44,271 | D | | |
| stock | | | | | | (1) (2) | | | | |
| 500011 | | | | | | | | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|-----------|----------|-------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | Follo | |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | (Instr | |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | | | |
| | | | | | | Date Exercisable | Expiration Date | Title Nu | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships

Reporting Owner Name / Address

10% Director Officer Other Owner

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

05/05/2015

**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) This is the weighted average price at which the securities were sold. The range of prices for these sales was \$39.20 \$39.28.
- Full information regarding the number of shares sold at each separate price is available upon request by the SEC staff, the issuer or any **(2)** security holder of the issuer.

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.

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