

Armada Hoffler Properties, Inc.

Form 4

January 21, 2014

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 *
KIRK A RUSSELL

(Last) (First) (Middle)

**C/O ARMADA HOFFLER
PROPERTIES, INC, 222 CENTRAL
PARK AVENUE, SUITE 2100**

(Street)

VIRGINIA BEACH, VA 23462

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**Armada Hoffler Properties, Inc.
[AHH]**

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**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 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. 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 Units	<u>(1)</u>	01/17/2014		J	<u>(2)</u>	66,111		01/17/2015	<u>(1)</u>	Common Stock	66,111
Common Units	<u>(1)</u>							05/13/2014	<u>(1)</u>	Common Stock	66,696
Common Units	<u>(1)</u>							05/13/2014	<u>(1)</u>	Common Stock	41,150
Common Units	<u>(1)</u>							05/13/2014	<u>(1)</u>	Common Stock	91

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KIRK A RUSSELL C/O ARMADA HOFFLER PROPERTIES, INC 222 CENTRAL PARK AVENUE, SUITE 2100 VIRGINIA BEACH, VA 23462	X

Signatures

Eric L. Smith, Attorney-in-Fact for A.
Russell Kirk

01/21/2014

**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 common units of limited partnership interest ("Common Units") in Armada Hoffler, L.P., the operating partnership (the "Operating Partnership") of Armada Hoffler Properties, Inc. (the "Company") and of which the Company is the general partner.

- (1) Commencing one year from the date of issuance, each Common Unit is redeemable for cash equal to the then-current market value of one share of the Company's common stock or, at the election of the Company, one share of the Company's common stock. Common Units have no expiration date.

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- (2) The Common Units were received in exchange for assets contributed to the Operating Partnership on January 17, 2014, and were valued at \$11.50 per Common Unit, which was the initial public offering price per share of the Company's common stock.
- (3) Represents Mr. Kirk's pecuniary interest in Common Units held by a limited liability company.
- (4) Represents Mr. Kirk's pecuniary interest in Common Units held by a limited liability company.
- (5) Represents Mr. Kirk's pecuniary interest in Common Units held by a limited partnership.

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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