

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nero Anthony P.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

(Street)

VIRGINIA BEACH, VA 23462

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
				(A) or (D)			
			Code	V	Amount		Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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>		57,937		01/17/2015	<u>(1)</u>	Common Stock	57,937
Common Units	<u>(1)</u>							05/13/2014	<u>(1)</u>	Common Stock	30,094

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nero Anthony P. C/O ARMADA HOFFLER PROPERTIES, INC. 222 CENTRAL PARK AVENUE, SUITE 2100 VIRGINIA BEACH, VA 23462	Vice President

Signatures

Eric L. Smith, Attorney-in-Fact for Anthony P. Nero
 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.
- (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 Common Units held by a trust of which Mr. Nero is a trustee and which was established for the benefit of Mr. Nero's immediate family members.

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.