

Conley Gregory
Form 4
February 11, 2019

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 *
Conley Gregory

(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)
02/06/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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)
			Code	V	Amount (A) or (D)	Price	
Class A common stock	02/06/2019		F		801 ⁽¹⁾	\$ 41.36	63,396 D
Class A common stock	02/06/2019		F		38 ⁽²⁾	\$ 41.36	63,358 D
Class A common stock	02/06/2019		F		63 ⁽³⁾	\$ 41.36	63,295 D
Class A	02/06/2019		F		46 ⁽⁴⁾	\$	63,249 D

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common 41.36
stock

Class A
common 02/06/2019 F 35 ⁽⁵⁾ D \$ 63,214 D
stock 41.36

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)

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. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Conley Gregory
C/O HFF, INC., ONE OXFORD CENTRE,
301 GRANT STREET, SUITE 1100
PITTSBURGH, PA 15219

Chief Financial Officer

Signatures

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

02/11/2019

**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).

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(1) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 5, 2014.

(2) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 20, 2015.

(3) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on April 4, 2016.

(4) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on May 2, 2017.

(5) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on April 4, 2018.

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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