

Goodson Nancy
Form 4
March 29, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodson Nancy

(Last) (First) (Middle)

C/O HFF, INC., ONE OXFORD CENTRE,, 301 GRANT STREET, SUITE 600

(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)
03/01/2013

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)
Chief Operating Officer

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			
				Code	V	Amount		
Class A common stock	03/01/2013		F	539 ⁽¹⁾	D	\$ 18.38	21,911 ⁽²⁾	D
Class A common stock	03/01/2013		F	416 ⁽³⁾	D	\$ 18.38	21,495	D
Class A common stock	03/01/2013		A	907 ⁽⁴⁾	A	\$ 18.38	22,402	D
Class A common stock	03/01/2013		F	148 ⁽⁵⁾	D	\$	22,254	D

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common stock						18.38	
Class A common stock	03/01/2013	A	1,143 <u>(6)</u>	A	\$ 18.38	23,397	D
Class A common stock	03/01/2013	F	353 <u>(7)</u>	D	\$ 18.38	23,044	D

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

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(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 Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships
Goodson Nancy C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 600 PITTSBURGH, PA 15219	Director 10% Owner Officer Chief Operating Officer

Signatures

/s/ Eric O. Conrad, as attorney-in-fact
03/29/2013
Date

__Signature of Reporting Person

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) Represents shares transferred to the Company for tax withholding in connection with the vesting of restricted shares of Class A common stock whose grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on December 16, 2010.

On November 30, 2012, the Company declared a dividend, payable to all holders of record of Class A common stock on December 10, 2012, of \$1.52 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 December 20, 2012, the reporting person received 282 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.
- (2) Represents shares transferred to the Company for tax withholding in connection with the vesting of restricted shares of Class A common stock granted on March 1, 2012 under the Company's Firm Profit Participation Bonus Plan, whose grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on March 5, 2012.
- (3) Represents shares of Class A common stock granted under the Company's Firm Profit Participation Plan, one-half of which vested immediately upon grant and one-half of which will vest on March 1, 2014.
- (4) Represents shares transferred to the Company for tax withholding in connection with the vesting of the restricted shares of Class A common stock described in footnote (4).
- (5) Represents restricted shares of Class A common stock that were awarded by the Compensation Committee of the Board of Directors of HFF, Inc. as part of the discretionary 2012 performance bonus for the reporting person. Such shares were fully vested at the grant date.
- (6) Represents shares transferred to the Company for tax withholding in connection with the grant of the restricted shares of Class A common stock described in footnote (6).
- (7) Represents shares transferred to the Company for tax withholding in connection with the grant of the restricted shares of Class A common stock described in footnote (6).

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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