HFF, Inc. Form 4 February 19, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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if no longer

subject to

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Tepedino Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First) (Middle) HFF, Inc. [HF]

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, **SUITE 1100**

(Zin)

02/17/2016

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

below)

Executive Managing Director

(Street)

(State)

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

PITTSBURGH, PA 15219

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficia							ly 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)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8) (A) or			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)
Class A common stock	02/17/2016		A	10,158 (1)	A	\$ 24.12	123,300	D	
Class A common stock	02/17/2016		A	11,609 (2)	A	\$ 24.12	134,909	D	

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	d 8.	Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber Expiration Date		Amount of	f De	erivative	Deriv	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Se	curity	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Ir	nstr. 5)	Bene
	Derivative				Securities			(Instr. 3 an	nd 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								A	4		
									ount		
						Date	Expiration	or T'(1 N			
						Exercisable	risable Date		nber		
				G 1 17	(A) (D)			of			
				Code V	(A) (D)			Shai	res		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive Managing Director

Signatures

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

02/19/2016

**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) Represents grant of restricted stock units of Class A common stock of the Company under the Company's Firm Profit Participation Bonus Plan, one-third of which will vest on each of February 17, 2017, February 17, 2018, and February 17, 2019.
- (2) Represents grant of restricted stock units of Class A common stock of the Company under the Company's Office Profit Participation Bonus Plan, one-third of which will vest on each of February 17, 2017, February 17, 2018, and February 17, 2019.

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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