

Lawton Matthew D
Form 4
March 29, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Lawton Matthew D

2. Issuer Name and Ticker or Trading Symbol
HFF, Inc. [HF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2019

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

Executive Managing Director

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PITTSBURGH, PA 15219

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A common stock	02/14/2019		F	426 ⁽¹⁾	D	\$ 42.96	263,935	D
Class A common stock	02/14/2019		F	992 ⁽²⁾	D	\$ 42.96	262,943	D
Class A common stock	02/14/2019		F	317 ⁽³⁾	D	\$ 42.96	262,626	D
Class A common stock	02/17/2019		F	1,531	D	\$	261,095	D

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common stock			<u>(4)</u>		42.94		
Class A common stock	02/17/2019	F	541 <u>(5)</u>	D	\$ 42.94	260,554	D
Class A common stock	02/17/2019	F	2,031 <u>(6)</u>	D	\$ 42.94	258,523	D
Class A common stock	02/18/2019	F	791 <u>(7)</u>	D	\$ 42.94	257,732	D
Class A common stock	02/19/2019	F	59 <u>(8)</u>	D	\$ 42.94	257,673	D
Class A common stock	02/21/2019	F	78 <u>(9)</u>	D	\$ 42.94	257,595	D
Class A common stock	02/21/2019	F	28 <u>(9)</u>	D	\$ 42.94	257,567	D
Class A common stock	02/21/2019	F	104 <u>(9)</u>	D	\$ 42.94	257,463	D
Class A common stock	02/21/2019	F	43 <u>(9)</u>	D	\$ 42.94	257,420	D
Class A common stock	02/21/2019	F	61 <u>(10)</u>	D	\$ 42.94	257,359	D
Class A common stock	02/21/2019	F	22 <u>(10)</u>	D	\$ 42.94	257,337	D
Class A common stock	02/21/2019	F	81 <u>(10)</u>	D	\$ 42.94	257,256	D
Class A common stock	02/21/2019	F	34 <u>(10)</u>	D	\$ 42.94	257,222	D
Class A common stock	02/21/2019	F	16 <u>(10)</u>	D	\$ 42.96	257,206	D
Class A common stock	02/21/2019	F	38 <u>(10)</u>	D	\$ 42.96	257,168	D

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Class A common stock	02/21/2019	F	12 ⁽¹⁰⁾	D	\$ 42.96	257,156	D
Class A common stock	02/27/2019	F	412 ⁽¹¹⁾	D	\$ 44.4	256,744	D
Class A common stock	02/27/2019	F	786 ⁽¹²⁾	D	\$ 44.4	255,958	D
Class A common stock	02/27/2019	F	724 ⁽¹³⁾	D	\$ 44.4	255,234	D
Class A common stock	02/27/2019	F	786 ⁽¹⁴⁾	D	\$ 44.4	254,448	D
Class A common stock	02/27/2019	F	66 ⁽¹⁵⁾	D	\$ 42.94	254,382	D
Class A common stock	02/27/2019	F	22 ⁽¹⁵⁾	D	\$ 42.94	254,360	D
Class A common stock	02/27/2019	F	87 ⁽¹⁵⁾	D	\$ 42.94	254,273	D
Class A common stock	02/27/2019	F	37 ⁽¹⁵⁾	D	\$ 42.94	254,236	D
Class A common stock	02/27/2019	F	17 ⁽¹⁵⁾	D	\$ 42.96	254,219	D
Class A common stock	02/27/2019	F	41 ⁽¹⁵⁾	D	\$ 42.96	254,178	D
Class A common stock	02/27/2019	F	13 ⁽¹⁵⁾	D	\$ 42.96	254,165	D

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

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SEC 1474
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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting 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
Lawton Matthew D 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 03/29/2019

**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).
- (1) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Office Profit Participation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 16, 2017.
 - (2) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Firm Profit Participation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 16, 2017.
 - (3) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Executive Bonus Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 16, 2017.
 - (4) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Executive Bonus Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 19, 2016.
 - (5) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Office Profit Participation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 19, 2016.
 - (6) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Firm Profit Participation Plan, which grant was originally reported on a Form 4 filed with

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the U.S. Securities and Exchange Commission on February 19, 2016.

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

- (7)

Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock in connection with the Company dividend, paid on February 19, 2016 to holders of record of the Company's Class A common stock on February 8, 2016.

- (8)

Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock in connection with the Company dividend, paid on February 21, 2017 to holders of record of the Company's Class A common stock on February 9, 2017.

- (9)

Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock in connection with the Company dividend, paid on February 21, 2018 to holders of record of the Company's Class A common stock on February 9, 2018.

- (10)

Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Office Profit Participation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on March 1, 2018.

- (11)

Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Firm Profit Participation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on March 1, 2018.

- (12)

Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's 2016 Equity Incentive Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on March 1, 2018.

- (13)

Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Executive Bonus Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on March 1, 2018.

- (14)

Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock in connection with the Company dividend, paid on February 27, 2019 to holders of record of the Company's Class A common stock on February 11, 2019.

- (15)

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.