Goodson Nancy Form 4 February 01, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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).

(Last)

SUITE 600

(Print or Type Responses)

1. Name and Address of Reporting Person \* Goodson Nancy

2. Issuer Name and Ticker or Trading Symbol

HFF, Inc. [HF]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/30/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

X\_ Officer (give title \_ \_\_ Other (specify below)

Chief Operating Officer

(Street)

(First)

C/O HFF, INC., ONE OXFORD

CENTRE,, 301 GRANT STREET,

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) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities nAcquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	, ,	any (Month/Day/Year)	Code (Instr. 8)	ode Disposed of (D)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
					(A) or	ъ.	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Class A Common Stock	01/30/2011		Code V  A	Amount 4,167 (1)	(D)	Price \$ 12	18,340	D	
Class A Common Stock	01/30/2011		F	1,277 (2)	D	\$ 12	17,063	D	

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

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(9-02)

### Edgar Filing: Goodson Nancy - Form 4

#### 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. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Goodson Nancy C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 600 PITTSBURGH, PA 15219

**Chief Operating Officer** 

## **Signatures**

/s/ Eric O. Conrad, as attorney-in-fact 02/01/2011

\*\*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 the vesting of restricted stock units whose grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 1, 2007.
- (2) Represents shares transferred to the Company for tax withholding in connection with the vesting of the restricted stock units described herein.

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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