

Goodson Nancy  
Form 4  
March 05, 2012

**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)  
03/01/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount or Price   |  |                                   |
| Class A Common Stock            | 03/01/2012                           |  | A                              | 1,443 (1)   | A \$ 14.55  | 21,001   | D                                 |
| Class A Common Stock            | 03/01/2012                           |  | F                              | 436 (2)   | D \$ 14.55  | 20,565   | D                                 |
| Class A Common Stock            | 03/01/2012                           |  | A                              | 2,301 (3)   | A \$ 14.55  | 22,866   | D                                 |
| Class A Common Stock            | 03/01/2012                           |  | F                              | 304 (4)   | D \$  | 22,562   | D                                 |



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- (1) Represents restricted shares of Class A common stock of the Company, which were fully vested at the time of grant.
- (2) Represents shares transferred to the Company for tax withholding in connection with the vesting of the restricted stock described in footnote (1).
- (3) Represents restricted shares of Class A common stock of the Company granted under the Company's Firm Profit Participation Bonus Plan, one-half of which vested immediately upon grant and one-half of which will vest on March 1, 2013.
- (4) Represents shares transferred to the Company for tax withholding in connection with the vesting of the restricted stock described in footnote (3).
- (5) Represents shares transferred to the Company for tax withholding in connection with the vesting of shares of restricted stock whose grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on December 16, 2010.

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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