Thornton Joe Jr
Form 4
March 29, 2019

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 *
Thornton Joe Jr

(Last) (First) (Middle)

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

(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)
02/14/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	02/14/2019		F		438 (1)	D	$ 42.96	365,612	D	
Class A common stock	02/14/2019		F		500 (2)	D	$ 42.96	365,112	D	
Class A common stock	02/14/2019		F		801 (3)	D	$ 42.96	364,311	D	
Class A	02/17/2019		F		1,683	D	$	362,628	D	

common stock				(4)		42.94		
Class A common stock	02/17/2019		F	734 (5)	D	$ 42.94	361,894	D
Class A common stock	02/21/2019		F	86 (6)	D	$ 42.94	361,808	D
Class A common stock	02/21/2019		F	37 (6)	D	$ 42.94	361,771	D
Class A common stock	02/21/2019		F	67 (7)	D	$ 42.94	361,704	D
Class A common stock	02/21/2019		F	29 (7)	D	$ 42.94	361,675	D
Class A common stock	02/21/2019		F	17 (7)	D	$ 42.96	361,658	D
Class A common stock	02/21/2019		F	19 (7)	D	$ 42.96	361,639	D
Class A common stock	02/21/2019		F	30 (7)	D	$ 42.96	361,609	D
Class A common stock	02/27/2019		F	276 (8)	D	$ 44.4	361,333	D
Class A common stock	02/27/2019		F	231 (9)	D	$ 44.4	361,102	D
Class A common stock	02/27/2019		F	643 (10)	D	$ 44.4	360,459	D
Class A common stock	02/27/2019		F	1,397 (11)	D	$ 44.4	359,062	D
Class A common stock	02/27/2019		F	72 (12)	D	$ 42.94	358,990	D
Class A common stock	02/27/2019		F	33 (12)	D	$ 42.94	358,957	D

Class A common stock	02/27/2019		F		18 (12)	D	$ 42.96	358,939	D	
Class A common stock	02/27/2019		F		20 (12)	D	$ 42.96	358,919	D	
Class A common stock	02/27/2019		F		33 (12)	D	$ 42.96	358,886	D	
Class A common stock	02/27/2019		F		11 (12)	D	$ 44.4	358,875	D	
Class A common stock	02/27/2019		F		9 (12)	D	$ 44.4	358,866	D	
Class A common stock	02/27/2019		F		26 (12)	D	$ 44.4	358,840	D	
Class A common stock	02/27/2019		F		55 (12)	D	$ 44.4	360,627 (13)	D	

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
Thornton Joe Jr C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 1100 PITTSBURGH, PA 15219	X		President	

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 in connection with the Company's dividend, paid on February 21, 2017 to holders of record of the Company's Class A common stock on February 9, 2017.

(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's dividend, paid on February 21, 2018 to holders of record of the Company's Class A common stock on February 9, 2018.

(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 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.

(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 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.

(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 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.

(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 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.

(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 in connection with the Company's dividend, paid on February 27, 2019 to holders of record of the Company's Class A common stock on February 11, 2019.

(13) On February 1, 2019, the Company declared a dividend, payable to all holders of record of Class A common stock on February 11, 2019, of $1.75 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2016 Equity Incentive Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common stock that were unvested (or vested but not settled) 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 settled) RSU 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 February 27, 2019, the reporting person received 1,842 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person

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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