

Goodson Nancy
Form 4
March 05, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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
__X__ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

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	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	03/01/2012		F		304 (4)	D \$	22,562 D

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Common Stock 14.55

Class A
Common Stock 03/01/2012 F 394 (5) D \$ 14.55 22,168 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 Own Follo Repor 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

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 03/05/2012

**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).

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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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