Gibson Mark Form 4 July 01, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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)

(City)

common

stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Gibson Mark

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

HFF, Inc. [HF]

(Check all applicable)

C/O HFF, INC., ONE OXFORD

(State)

06/30/2010

(First)

(Month/Day/Year) 06/30/2010

X_ Director 10% Owner Officer (give title Other (specify

CENTRE,, 301 GRANT STREET, SUITE 600

> (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

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<u>(2)</u>

below)

PITTSBURGH, PA 15219

		Tuble 1 Tion Bott with Securities Inequires, 218 posses of, of Beneficially 6 when						
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed o	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)
					(4)	Reported	(Instr. 4)	
					(A)	Transaction(s)		
			Code V	Amount	or (D) Price	(Instr. 3 and 4)		
C1 A			Code v	Amount	(D) Price			
Class A				1.750.600				

(1)

1,758,692

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

J

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1,758,692

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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Partnership units (3)	<u>(4)</u>	06/30/2010		J	3	3,517,384	<u>(4)</u>	<u>(4)</u>	Shares of Class A common stock, par value \$.01 per share	1,758,6

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Other

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

X

Signatures

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

07/01/2010

**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).

The Class A common stock were granted to Mr. Gibson upon his redemption of units in HFF Holdings LLC ("HFF Holdings"). Upon the redemption of such units, HFF Holdings exchanged Mr. Gibson's pro rata share of the partnership units of Holliday Fenoglio Fowler, L.P. and HFF Securities LP (each an "Operating Partnership") held by HFF Holdings, based on Mr. Gibson's ownership interest in HFF

- (1) Holdings, for the Class A common stock. 439,674 of the shares of Class A common stock are subject to resale restrictions prohibiting sale of the shares until February 28, 2013. On February 28, 2013, 33% of the restricted shares will be eligible for resale, with an additional 33% of the restricted shares being released from resale restrictions on each of February 28, 2014 and February 28, 2015. However, these contractual provisions may be waived, amended or terminated at any time by HFF Holdings, of which Mr. Gibson is the managing member and a member of the operating committee.
- (2) Two partnership interests (one of each Operating partnership) were exchanged for one share of Class A common stock in accordance with the Amended and Restated Certificate of Incorporation of HFF, Inc.
- (3) Partnership units of Holliday Fenoglio Fowler, L.P. and HFF Securities L.P.
- Pursuant to the Amended and Restated Certificate of Incorporation of HFF, Inc., HFF Holdings is entitled to exchange, at permitted times, two partnership units (one of each of the Operating Partnerships) for one share of Class A common stock. Mr. Gibson is a member of HFF Holdings and, pursuant to the provisions of the operating agreement of HFF Holdings, Mr. Gibson had the right to require HFF Holdings to exchange his pro rata share of the partnership units based on his ownership interest in HFF Holdings.

Reporting Owners 2

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