

Gibson Mark
Form 3
October 30, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Gibson Mark | | (Month/Day/Year) | HFF, Inc. [HF] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/27/2009 | | |
| C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 600 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| PITTSBURGH, PA 15219 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 0 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|----------------------------------|------------------|------------------|---|----------------------------|-------------------|---------------------------------------|----------------------|
| Partnership Units ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Shares of Class A Common Stock, par value \$.01 per share | 1,758,672 | \$ ⁽²⁾ | I | By HFF Holdings, LLC |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gibson Mark C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 600 PITTSBURGH, PA 15219 | Â X | Â | Â | Â |

Signatures

/s/ Eric O. Conrad, as
Attorney-in-Fact

Date: 10/30/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Partnership units of Holliday Fenoglio Fowler, L.P. and HFF Securities L.P.

Pursuant to the certificate of incorporation of HFF, Inc., HFF Holdings LLC ("HFF Holdings"), subject to certain contractual restrictions, is entitled to exchange, at permitted times, two partnership units (one of each of Holliday Fenoglio Fowler, L.P. ("HFF LP") and HFF Securities L.P. ("HFF Securities")) for one share of Class A common stock. The right to exchange became exercisable for 25% of the partnership units on February 5, 2009 and 25% per year thereafter until fully exercisable on February 5, 2012. However, these contractual provisions may be waived, amended or terminated by the members of HFF Holdings following consultation with the board of directors of HFF, Inc. Mr. Gibson is a member of HFF Holdings and, pursuant to the provisions of the operating agreement of HFF Holdings, Mr. Gibson has the right to require HFF Holdings to exchange his pro rata share of the partnership units based on his ownership interest in HFF Holdings.

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.