

Armada Hoffler Properties, Inc.  
 Form 4  
 January 21, 2014

**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 \*  
**KIRK A RUSSELL**

(Last) (First) (Middle)

**C/O ARMADA HOFFLER  
 PROPERTIES, INC, 222 CENTRAL  
 PARK AVENUE, SUITE 2100**

(Street)

**VIRGINIA BEACH, VA 23462**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Armada Hoffler Properties, Inc.  
 [AHH]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/17/2014**

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)

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)
			(A) or (D)	Code V	Amount	Price	

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)**



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- (2) The Common Units were received in exchange for assets contributed to the Operating Partnership on January 17, 2014, and were valued at \$11.50 per Common Unit, which was the initial public offering price per share of the Company's common stock.
- (3) Represents Mr. Kirk's pecuniary interest in Common Units held by a limited liability company.
- (4) Represents Mr. Kirk's pecuniary interest in Common Units held by a limited liability company.
- (5) Represents Mr. Kirk's pecuniary interest in Common Units held by a limited partnership.

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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