

Armada Hoffler Properties, Inc.

Form 5

February 14, 2014

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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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2005Estimated average
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response... 1.0

1. Name and Address of Reporting Person *

KIRK A RUSSELL

(Last)

(First)

(Middle)

2. Issuer Name **and** Ticker or Trading
SymbolArmada Hoffler Properties, Inc.
[AHH]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013☒ Director☐ 10% Owner☐ Officer (give title
below)☐ Other (specify
below)C/O ARMADA HOFFLER
PROPERTIES, INC, 222
CENTRAL PARK AVENUE,
SUITE 2100

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

VIRGINIA BEACH, VA 23462

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City)

(State)

(Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/20/2013	Â	G ⁽¹⁾	15,250 D \$ 0	27,236	D	Â
Common Stock	12/20/2013	Â	G	5,000 A \$ 0	10,000	I	By Spouse (2)
Common Stock	12/23/2013	Â	G	3,750 D \$ 0	6,250	I	By Spouse (2)

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Common Stock 12/26/2013 Â G 500 D \$ 0 5,750 I By Spouse (2)

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

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SEC 2270 (9-02)

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. of D
						Date Exercisable Expiration Date	Title Amount or Number of Shares		
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KIRK A RUSSELL C/O ARMADA HOFFLER PROPERTIES, INC 222 CENTRAL PARK AVENUE, SUITE 2100 VIRGINIA BEACH, VA 23462	Â X Â Â Â

Signatures

/s/ Eric L. Smith, Attorney-in-Fact for A.
Russell Kirk 02/14/2014

__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) This transaction includes a gift of 5,000 shares of common stock by the reporting person to his spouse.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.