SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	dress of Reporting	Person [*]	2. Issuer Name and Ticker or Trading Symbol Armada Hoffler Properties, Inc. [AHH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Haddad Louis S				X	Director	10% Owner				
(Last)	(First) (Middle)		-	X	Officer (give title below)	Other (specify below)				
l`´´	()	ROPERTIES, INC.	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2023		President,	CEO				
222 CENTRAL PARK AVENUE, SUITE 2100										
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filir	ng (Check Applicable				
VIRGINIA	VA	23462		X	Form filed by One Rep	porting Person				
BEACH			_		Form filed by More the Person	an One Reporting				
(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.	ction	· · ·		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D) Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/03/2023		A		75,000(1)	Α	\$ <u>0</u>	467,925	D	
Common Stock	03/03/2023		F		22,341 ⁽²⁾	D	\$12.89	445,584	D	
6.75% Series A Preferred Stock								5,000	D	

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. Transa Code (8)		of Deriv Secu Acqu (A) o Disp of (D	or osed) r. 3, 4	Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Jnderlying Derivative Security Security		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units	(3)							(3)	(3)	Common Stock	2,108,918		2,108,918	D	

Explanation of Responses:

1. Represents a grant of restricted shares of common stock, 40% of which vested on the grant date, 20% of which will vest on the first anniversary of the grant date, 20% of which will vest on the second anniversary of the grant date and 20% of which will vest on the third anniversary of the grant date, subject to the executive's continued employment on such dates.

2. Reflects shares of common stock surrendered to the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted shares of common stock

3. Represents Class A common units of limited partnership interest ("Common Units") in Armada Hoffler, L.P., the operating partnership of Armada Hoffler Properties, Inc. (the "Company") and of which the Company is the general partner. Commencing one year from the date of issuance, each Common Unit is redeemable for cash equal to the then-current market value of one share of the Company's common stock or, at the election of the Company, one share of the Company's common stock. All Common Units in this report were issued more than one year prior to the date hereof and, therefore, may be tendered for redemption by the holder. Common Units have no expiration date.

Remarks:



** Signature of Reporting Person

03/07/2023

Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.