

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>KIRK A RUSSELL</u>  (Last) (First) (Middle) <u>C/O ARMADA HOFFLER PROPERTIES, INC</u> <u>222 CENTRAL PARK AVENUE, SUITE 2100</u>  (Street) <u>VIRGINIA</u> <u>VA</u> <u>23462</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Armada Hoffler Properties, Inc. [ AHH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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	(1)	05/13/2013		J <sup>(1)</sup>		979,940		05/13/2014	(1)	Common Stock	979,940	(1)	979,940	D	
Common Units	(1)	05/13/2013		J <sup>(1)</sup>		66,696		05/13/2014	(1)	Common Stock	66,696	(1)	66,696	I	By Limited Liability Company <sup>(2)</sup>
Common Units	(1)	05/13/2013		J <sup>(1)</sup>		41,150		05/13/2014	(1)	Common Stock	41,150	(1)	41,150	I	By Limited Liability Company <sup>(3)</sup>
Common Units	(1)	05/13/2013		J <sup>(1)</sup>		91		05/13/2014	(1)	Common Stock	91	(1)	91	I	By Limited Partnership <sup>(4)</sup>

**Explanation of Responses:**

1. Represents common units of limited partnership interest ("Common Units") in Armada Hoffer, L.P., the operating partnership (the "Operating Partnership") of Armada Hoffer Properties, Inc. (the "Company") and of which the Company is the general partner. The Common Units were received in exchange for assets contributed to the Operating Partnership in connection with the Company's formation transactions, and were valued at \$11.50 per Common Unit, which was the initial public offering price per share of the Company's common stock. 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. Common Units have no expiration date.
2. Represents Mr. Kirk's pecuniary interest in Common Units held by a limited liability company.
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 partnership.

Eric L. Smith, Attorney-in-Fact 11/04/2013  
for A. Russell Kirk

\*\* Signature of Reporting Person 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.