

Armada Hoffler Properties, Inc.

Form 5

January 31, 2017

**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  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
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)  
12/31/2016☒ 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	12/19/2016	222	G	14,700 (1) D \$ 0	60,899	D	222
Common Stock	12/19/2016	222	G	3,500 A \$ 0	21,408.7 (2)	I	By Spouse (3)

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

**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.**

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 S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

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## Signatures

/s/ Eric L. Smith, as Attorney-in-Fact for A. Russell  
Kirk

01/31/2017

\*\*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) The transaction includes a gift of 3,500 shares of common stock by the reporting person to his spouse.

(2) Includes shares acquired pursuant to a dividend reinvestment program.

(3) 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.