FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

| OMB APPRO | VAL |
|----------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average bu | urden |
| hours per response | 0.5 |

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 or Section 30(h) of the Investment Company Act of 1940

| (Print or Ty | pe Responses | s) | | | | | | | | | | | | | | | | | | |
|--|--------------|------------|--|--|---|-----|--|--|-------|-------------------------|--|---|--|--|--|---------------------------|--|-------------------------|--|--|
| 1. Name and Address of Reporting Person* Berman Gene A. (Last) (First) (Middle) C/O MARCUS & MILLICHAP, INC., 23975 PARK SORRENTO, SUITE 400 (Street) | | | | | 2. Issue Marcus | | me and T Millicha | | | | | nbol | 5. | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | |
| | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/05/2013 | | | | | | | | | X Officer (give title below) Other (specify below) Executive Vice President | | | | | | |
| | | | | | 4. If Ame | ndm | ent, Date | Orig | ginal | Filed | d(Month/ | Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person | | | | | | |
| CALABASAS, CA 91302 (City) (State) (Zip) | | | | Table I - Non-Derivative Securities Acqu | | | | | | | | | ured, Disposed of, or Beneficially Owned | | | | | | | |
| (Instr. 3) Date | | | 2. Transaction Date (Month/Day/ | | 2A. Deemed Execution Date, if r) any (Month/Day/Year | | ate, if 3. | 3. Transactic Code (Instr. 8) | | etion 4. Secu (A) or | | curities Acquired r Disposed of (D) . 3, 4 and 5) | | 5. Amount of Securities Ber Owned Following Reported Transaction(s) (Instr. 3 and 4) | | eneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership | | |
| Common | Stock | | 11/05/2013 | 3 | | | | S | | | | 05 D | s | 90,258 | | | I | By Trust | | |
| 1. Title of Derivative Security (Instr. 3) | Conversion | | Table II - 3A. Deemed Execution Date, if any (Month/Day/Year) | | 4. Transaction Code | | 5. Numb Derivati Securitie Acquired | es Acquired, I prants, option mber of attive and I (Mor red (A) posed of | | d, Dirions, Date | oisposed of, or B s, convertible sec te Exercisable expiration Date th/Day/Year) | | neficially O | Amount 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned Following Reported | Owner Form o | tive Owners (y: (Instr. 4 | | | |
| | | | | | Code | V | and 5) (A) | (D | E | ate xerci | sable 1 | Expiration Date | Title | Amount or Number of Shares | | Transaction (Instr. 4) | n(s) (I) (Instr. | 4) | | |
| Deferred Stock Unit | (2) | 11/05/2013 | | | A | | 573,72 | .8 | | <u>(3</u> | 3) | (3) | Common Stock | 573,728 | \$ 0 | 573,728 | 3 D | | | |
| Repor | ting O | wners | | | | | | | | | | | | | | | | | | |
| | | | | | | R | elationsh | ips | | | | | | | | | | | | |
| Director | | or I | 0% wner Officer | | | | | | | Other | | | | | | | | | | |
| Berman Gene A. C/O MARCUS & MILLICHAP, INC. 23975 PARK SORRENTO, SUITE 400 CALABASAS, CA 91302 | | | | | Executive Vice Pres | | | | | sident | | | | | | | | | | |

Signatures

| /s/ Martin E. Louie as Attorney-in-Fact for Gene A. Berman | 11/05/2013 | | | |
|--|------------|--|--|--|
| 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) Voting and investment power over the shares held by the Gene Allen Berman Trust Dated 5/9/06 is exercised by Mr. Gene Allen Berman, its trustee.

- (2) Each deferred stock unit represents a contingent right to receive one share of the Issuer common stock.
- (3) The deferred stock units vest immediately. The deferred stock units will be settled in the Issuer stock at a rate of 20% per year beginning one year from the date of the grant.

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