

GORIN WILLIAM S
Form 4
January 02, 2013

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GORIN WILLIAM S

2. Issuer Name and Ticker or Trading Symbol
MFA FINANCIAL, INC. [MFA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MFA FINANCIAL, INC., 350
PARK AVENUE, 20TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President

(Street)
NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 12/31/2012 | | M | | 78,125 ⁽¹⁾ A \$ 0 735,950 | D | |
| Common Stock, par value \$0.01 per share | 12/31/2012 | | F | | 39,314 ⁽²⁾ D \$ 8.11 696,636 | D | |
| Common Stock, par value \$0.01 per share | 12/31/2012 | | F | | 9,178 ⁽³⁾ D \$ 8.11 687,458 | D | |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| PHANTOM STOCK | (4) | 12/31/2012 | | M | 78,125 | 12/31/2012 12/31/2012 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| GORIN WILLIAM S C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 20TH FLOOR NEW YORK, NY 10022 | X | | President | |

Signatures

/S/William S. Gorin 01/02/2013

**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) SHARES ACQUIRED PURSUANT TO THE SETTLEMENT OF RESTRICTED STOCK UNITS (I.E. PHANTOM STOCK) GRANTED TO THE REPORTING PERSON ON OCTOBER 26, 2007, WHICH VESTED IN FULL ON DECEMBER 31, 2010
- (2) THE REPORTED DISPOSITION REPRESENTS THE SURRENDER OF SHARES TO SATISFY TAX OBLIGATIONS ARISING FROM THE VESTING AND SETTLEMENT OF RESTRICTED STOCK UNITS (I.E. PHANTOM STOCK).
- (3) THE REPORTED DISPOSITION REPRESENTS THE SURRENDER OF SHARES TO SATISFY TAX OBLIGATIONS ARISING FROM THE VESTING OF RESTRICTED STOCK.
- (4)

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EACH SHARE OF PHANTOM STOCK WAS THE ECONOMIC EQUIVALENT OF ONE SHARE OF MFA COMMON STOCK.
THE REPORTING PERSON SETTLED THEIR SHARES OF PHANTOM STOCK FOR SHARES OF MFA COMMON STOCK.

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.