Armour Residential REIT, Inc.

Form 4 July 05, 2013

# FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average burden hours per

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Zimmer Jeffrey J Symbol

Armour Residential REIT, Inc.

(Check all applicable)

[ARR]

(Last)

(Middle)

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below) below)

3001 OCEAN DRIVE, SUITE 201

(First)

(State)

07/02/2013

(Month/Day/Year)

Co-CEO, President & Secretary 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

(Zip)

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

VERO BEACH, FL 32963

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

(A)

Transaction(s)

(Instr. 3 and 4) Amount (D) Price

Common

share

(City)

Stock, par value 07/02/2013 \$0.001 per

17,931 M (1)

84,789

D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		

Zimmer Jeffrey J 3001 OCEAN DRIVE **SUITE 201** VERO BEACH, FL 32963

X

Co-CEO, President & Secretary

Relationships

## **Signatures**

/s/ Jeffrey J. 07/03/2013 Zimmer Date

\*\*Signature of Reporting Person

# **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).

On July 2, 2013, the reporting person elected to redeem 2,338 shares out of 4,875 shares of vested phantom stock previously granted under ARMOUR Residential REIT, Inc.'s Amended and Restated 2009 Stock Incentive Plan (the "Incentive Plan") into 2,338 shares of ARMOUR common stock. The reporting person also elected to redeem the remaining 2,537 shares of vested phantom stock, but immediately forfeited those shares to pay income taxes on the vesting grant. The 4,875 shares are part of, and relate to, phantom stock **(1)** vesting over a 5-year period, which was reported on Form 4s filed by the reporting person on April 4, 2011 and April 3, 2012. In addition, on July 2, 2013, the reporting person elected to redeem 6,725 shares out of 13,450 shares of vested phantom stock into 6,725 shares of ARMOUR common stock. The reporting person also elected to redeem the remaining 6,725 shares of vested phantom stock, but immediately forfeited those shares to pay income taxes on the vesting grant.

#### **Remarks:**

On July 2, 2013, the reporting person also elected to redeem 8,868 shares out of 26,504 shares of vested phantom stock into 8,

75,104 shares of the aggregate phantom stock vesting over such 5-year period are subject to the stockholders of ARMOUR ap Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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