

PennyMac Mortgage Investment Trust
 Form 4
 August 06, 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 *
SPECTOR DAVID

(Last) (First) (Middle)

C/O PENNYMAC MORTGAGE INVESTMENT TRUST, 6101 CONDOR DRIVE

(Street)

MOORPARK, CA 93021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PennyMac Mortgage Investment Trust [PMT]

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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
Common Shares of Beneficial Interest	08/05/2013		S		500	D	\$ 21.83 237,186
Common Shares of Beneficial Interest	08/05/2013		S		600	D	\$ 21.85 236,586
Common Shares of	08/05/2013		S		300	D	\$ 21.86 236,286

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Beneficial Interest							
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 21.87	236,186	D
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 21.89	236,086	D
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 21.91	235,986	D
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 21.915	235,886	D
Common Shares of Beneficial Interest	08/05/2013	S	1,100	D	\$ 21.93	234,786	D
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 21.94	234,686	D
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 21.95	234,586	D
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 21.98	234,486	D
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 21.985	234,386	D
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 21.99	234,286	D
Common Shares of Beneficial Interest	08/05/2013	S	300	D	\$ 21.9933	233,986	D

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Interest							
Common Shares of Beneficial Interest	08/05/2013	S	100	D	\$ 22.01	233,886	D
Common Shares of Beneficial Interest	08/05/2013	S	200	D	\$ 22.015	233,686	D
Common Shares of Beneficial Interest	08/05/2013	S	500	D	\$ 22.03	233,186	D
Common Shares of Beneficial Interest	08/05/2013	S	300	D	\$ 22.04	232,886	D
Common Shares of Beneficial Interest	08/05/2013	S	900	D	\$ 22.05	231,986	D
Common Shares of Beneficial Interest	08/05/2013	S	200	D	\$ 22.06	231,786	D
Common Shares of Beneficial Interest	08/05/2013	S	300	D	\$ 22.0633	231,486	D
Common Shares of Beneficial Interest	08/05/2013	S	300	D	\$ 22.07	231,186	D
Common Shares of Beneficial Interest	08/05/2013	S	300	D	\$ 22.08	230,886	D
Common Shares of Beneficial Interest	08/05/2013	S	400	D	\$ 22.09	230,486	D
Common Shares of Beneficial Interest	08/05/2013	S	300 ⁽¹⁾	D	\$ 22.1	230,186 ⁽²⁾	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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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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPECTOR DAVID C/O PENNYMAC MORTGAGE INVESTMENT TRUST 6101 CONDOR DRIVE MOORPARK, CA 93021	X		President and COO	

Signatures

/s/ Derek W. Stark, attorney-in-fact for Mr. Spector 08/06/2013
 **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) The common shares of beneficial interest were sold pursuant to a 10b5-1 plan in order to pay estimated tax obligations resulting from the vesting of 15,000 restricted share units on August 4, 2013.
- (2) The reported amount consists of 128,250 restricted share units and 101,936 common shares of beneficial interest. The restricted share units are to be settled in an equal number of common shares of beneficial interest upon vesting. On August 4, 2013, 15,000 restricted share units vested and were settled in common shares of beneficial interest, of which 7,500 are included in the reported amount and 7,500 were sold pursuant to a 10b5-1 plan in order to pay estimated tax obligations that resulted from such vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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