

MCADAMS JOSEPH LLOYD

Form 4

December 31, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
MCADAMS JOSEPH LLOYD2. Issuer Name **and** Ticker or Trading
Symbol
ANWORTH MORTGAGE ASSET
CORP [ANH]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2008☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEOC/O ANWORTH MORTGAGE
ASSET CORPORATION, 1299
OCEAN AVENUE, SECOND
FLOOR

(Street)

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

SANTA MONICA, CA 90401

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/29/2008		A	(A) or (D) Amount 191,693 (1)	\$ 0	914,928 (2)	D
Common Stock					41,500 (3)	I	By spouse
Common Stock					33,700 (4)	I	McAdams Foundation

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

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SEC 1474
(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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 9.45					01/21/2002	01/21/2012	Common Stock	29,725	
Stock Option (right to buy)	\$ 11.2					10/04/2002	10/04/2012	Common Stock	90,000	
Stock Option (right to buy)	\$ 13.8					05/01/2003	05/01/2013	Common Stock	99,500	
Stock Option (right to buy)	\$ 12.47					04/20/2004	04/20/2009	Common Stock	90,000	
Stock Option (right to buy)	\$ 9.45					01/21/2002	01/21/2012	Common Stock	43,780	
Stock Option (right to buy)	\$ 11.2					10/04/2002	10/04/2012	Common Stock	21,000	
Stock Option	\$ 13.8					05/01/2003	05/01/2013	Common Stock	27,600	

(right to
buy)

Stock

Option \$ 12.47
(right to
buy)

04/20/2004 04/20/2009 Common
Stock 21,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCADAMS JOSEPH LLOYD C/O ANWORTH MORTGAGE ASSET CORPORATION 1299 OCEAN AVENUE, SECOND FLOOR SANTA MONICA, CA 90401	X		Chairman, President & CEO	

Signatures

/s/ Lloyd
McAdams 12/31/2008

__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) These shares were granted pursuant to the Anworth Mortgage Asset Corporation 2004 Equity Compensation Plan and his Employment Agreement in consideration for services rendered.
- (2) Mr. McAdams is married to Heather U. Baines, Executive Vice President of Anworth Mortgage Asset Corporation. Mr. McAdams owns 62,500 shares individually. The balance of these shares are owned as community property with Ms. Baines.
- (3) Ms. Baines owns 41,500 shares in which Mr. McAdams disclaims any beneficial interest in.
- (4) Shares held by the McAdams Foundation, of which Mr. McAdams is a director.

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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