

MCADAMS JOSEPH LLOYD

Form 4

December 19, 2017

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCADAMS JOSEPH LLOYD

2. 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)

1299 OCEAN AVE., 2ND FL.

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2017

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

Chief Executive Officer

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

**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				(A) or (D)	1,268,155 <sup>(1)</sup>	D	
Common Stock					41,500 <sup>(2)</sup>	I	By spouse
Common Stock					33,700 <sup>(3)</sup>	I	McAdams Foundation

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(4)	12/15/2017		A		106,007		(5)	(5)	Common Stock	106,007

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCADAMS JOSEPH LLOYD 1299 OCEAN AVE., 2ND FL. SANTA MONICA, CA 90401	X		Chief Executive Officer	

## Signatures

/s/ Joseph Lloyd  
McAdams

12/19/2017

\_\_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) Mr. McAdams owns 62,500 shares individually. The balance of these shares are owned as community property with his spouse.
- (2) Mr. McAdams' spouse owns 41,500 shares in which Mr. McAdams has disclaimed any beneficial interest.
- (3) Shares held by the McAdams Foundation, of which Mr. McAdams is a director.
- (4) 1-for-1.

The Restricted Stock Units are not vested at the Grant Date. During the period commencing on the day immediately following the three (3) year anniversary of the Grant Date and ending on the ten (10) year anniversary of the Grant Date, the Restricted Stock Units shall vest on the last day of any month when the total return to stockholders (meaning the aggregate of Common Stock price appreciation and dividends declared, assuming full reinvestment of dividends) exceeds 10% per annum. Also, during the period commencing on the Grant Date and ending on the last day of the calendar month after the three (3) year anniversary of the Grant Date, the Restricted Stock Units shall vest immediately upon the Grantee's involuntary termination of service for any reason other than for Cause. In regards to this grant of Restricted Stock Units, no common shares will be issued until the Units vest.

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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