

ANWORTH MORTGAGE ASSET CORP

Form 4

August 16, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANWORTH MORTGAGE ASSET
CORP

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 AVEN, 2ND FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2016

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

SANTA MONICA, CA 90401

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	289,508	D	
Common Stock				(A) or (D)	33,700 ⁽¹⁾	I	McAdams Foundation

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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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. Deemed to be Issued or Acquired (Instr. 3 and 4)
Restricted Stock Unit	(2)	08/01/2016		A	38,710	(3) (3)	Common Stock	38,710

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANWORTH MORTGAGE ASSET CORP 1299 OCEAN AVEN 2ND FLOOR SANTA MONICA, CA 90401	X		President & CIO	

Signatures

/s/ Joseph E. McAdams 08/16/2016

**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 held by the McAdams Foundation, of which Mr. McAdams is a director.

(2) 1-for-1.

(3) The Restricted Stock Units are not vested at the Grant Date. 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. 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.

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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