

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                                                    | 289,508                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                                                    | 33,700 <sup>(1)</sup>                                                                                              | I                                                                    | McAdams<br>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  
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SEC 1474  
(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. Title and Amount of Underlying Securities (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 |
| MCADAMS JOSEPH E<br>1299 OCEAN AVEN<br>2ND FLOOR<br>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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