MFA FINANCIAL, INC.

Form 4

December 11, 2015

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

3235-0287 January 31,

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: 2005 Estimated average

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FREYDBERG RONALD A

2. Issuer Name and Ticker or Trading Symbol

MFA FINANCIAL, INC. [MFA]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(C:tr.)

(First)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

C/O MFA FINANCIAL, INC., 350

(Zin)

12/09/2015

Director X\_ Officer (give title

10% Owner Other (specify

PARK AVENUE, 20TH FLOOR (Street)

(State)

below) **Executive Vice President** 

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW YORK, NY 10022

|                        | (City)          | (State) (2                           | Table                         | I - Non-De       | erivative S                                 | Securi | ties Ac  | quired, Disposed o         | of, or Beneficial         | ly Owned              |
|------------------------|-----------------|--------------------------------------|-------------------------------|------------------|---|--------|--|----------------------------|---------------------------|-----------------------|
| 1.Title of<br>Security |                 | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. Securities ionAcquired (A) or            |        |  | 5. Amount of Securities    | 6. Ownership Form: Direct | 7. Nature of Indirect |
|                        | (Instr. 3)      | (                                    | any                           | Code             | Disposed of (D) (Instr. 3, 4 and 5)  (A) or |        | Beneficially                                   | (D) or                     | Beneficial                |                       |
|                        |                 |                                      | (Month/Day/Year)              | (Instr. 8)       |   |        | Owned<br>Following                             | Indirect (I)<br>(Instr. 4) | Ownership (Instr. 4)      |                       |
|                        |                 |                                      |                               |                  |   |        | Reported<br>Transaction(s)<br>(Instr. 3 and 4) |                            |                           |                       |
|                        |                 |                                      |                               | Code V           | Amount                                      | (D)    | Price  | (mstr. 5 tile 1)           |                           |                       |
|                        | Common<br>Stock | 12/09/2015                           |                               | A                | 4,412<br>(1)                                | A      | \$ 0   | 480,570                    | D                         |                       |
|                        | Common<br>Stock | 12/09/2015                           |                               | F                | 1,632<br>(2)                                | D      | \$<br>6.8                                      | 478,938                    | D                         |                       |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

### Edgar Filing: MFA FINANCIAL, INC. - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title o | of 2.         | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc | cisable and   | 7. Titl | le and       | 8. Price of | 9. Nu  |
|------------|---------------|---------------------|--------------------|-------------------|------------|---------------|---------------|---------|--------------|-------------|--------|
| Derivativ  | ve Conversion | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration D  | piration Date |         | ınt of       | Derivative  | Deriv  |
| Security   | or Exercise   |                     | any                | Code              | of         | (Month/Day/   | Year)         | Under   | rlying       | Security    | Secui  |
| (Instr. 3) | Price of      |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e             |               | Secur   | rities       | (Instr. 5)  | Bene   |
|            | Derivative    |                     |                    |                   | Securities |               |               | (Instr. | . 3 and 4)   |             | Owne   |
|            | Security      |                     |                    |                   | Acquired   |               |               |         |              |             | Follo  |
|            | •             |                     |                    |                   | (A) or     |               |               |         |              |             | Repo   |
|            |               |                     |                    |                   | Disposed   |               |               |         |              |             | Trans  |
|            |               |                     |                    |                   | of (D)     |               |               |         |              |             | (Instr |
|            |               |                     |                    |                   | (Instr. 3, |               |               |         |              |             |        |
|            |               |                     |                    |                   | 4, and 5)  |               |               |         |              |             |        |
|            |               |                     |                    |                   |            |               |               |         | A            |             |        |
|            |               |                     |                    |                   |            |               |               |         | Amount       |             |        |
|            |               |                     |                    |                   |            | Date          | Expiration    | T:41-   | or<br>Namel  |             |        |
|            |               |                     |                    |                   |            | Exercisable   | Date          | Title   | Number       |             |        |
|            |               |                     |                    | C-1- V            | (A) (D)    |               |               |         | of<br>Shares |             |        |
|            |               |                     |                    | Code V            | (A) (I))   |               |               |         | Snares       |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

FREYDBERG RONALD A C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 20TH FLOOR NEW YORK, NY 10022

**Executive Vice President** 

### **Signatures**

/s/ Ronald A. 12/11/2015 Freydberg

\*\*Signature of Reporting 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).
- The shares acquired by the Reporting Person were received as a portion of the Reporting Person's annual incentive compensation and are fully vested as of the date of grant. The net shares acquired (i.e., net of the surrender of a portion of the shares acquired in order to satisfy tax obligations (as described in Note 2 below)) are subject to a three-year holding period and may not be sold or otherwise transferred prior to December 9, 2018.
- The reported disposition represents the surrender of shares to satisfy tax obligations arising from the receipt by the Reporting Person of the shares described in Note 1 above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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