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Meyers Terer Form 4	ice B								
February 04,	2019								
FORM	4		CECU	DITIEC				NT	PPROVAL
	UNITED	STATES		shington			COMMISSIO	N OMB Number:	3235-0287
Check this if no longe	~ *							Expires:	January 31, 2005
subject to Section 16 Form 4 or	5. 5.		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						average urs per . 0.5
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940		
(Print or Type R	esponses)								
1. Name and Address of Reporting Person <u>*</u> Meyers Terence B			2. Issuer Name and Ticker or Trading Symbol MFA FINANCIAL, INC. [MFA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Ch	con un appricaci	
	INANCIAL, ING NUE, 20TH FLO		(Month/) 02/01/2	Day/Year) 2019			below)	ve title 0th below) ior Vice Presider	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
NEW YORK	K, NY 10022						Person	whole than one K	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.		
					inforn requir	nation cont red to resp ays a curre	spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	<u>(1)</u>	02/01/2019		А		10,000		(2)	(2)	Common Stock	10,000	¢,
Phantom Shares	<u>(1)</u>	02/01/2019		А		15,000 (3) (4)		(3)(4)	(3)(4)	Common Stock	15,000 $(3) (4)$	e,

er

Reporting Owners

Reporting Owner Name / Addr	ress	Relationships							
	Director	10% Owner	Officer	Other					
Meyers Terence B C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 20TH FI NEW YORK, NY 10022	LOOR		Senior Vice President						
Signatures									
/s/ Terence B. 02/ Meyers	/04/2019								

<u>**</u>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) Each phantom share represents the right to receive one share of MFA Financial, Inc. common stock.
- (2) These phantom shares are scheduled to vest, subject to forfeiture, on December 31, 2021, and thereafter will be settled in an equivalent number of shares of MFA common stock within 30 days following the vesting date.

These phantom shares are performance-based equity awards. The number of phantom shares reported represents the target number of phantom shares granted. The number of underlying shares of MFA common stock that the recipient becomes entitled to receive at the

(3) time of vesting will generally range from 0% to 200% of the target number of phantom shares granted, subject to the achievement of a pre-established performance metric. The vesting of these phantom shares will generally occur on December 31, 2021, based on MFA's absolute total stockholder return (TSR) and MFA's TSR as compared to the TSR of a designated peer group of companies, in each case for the three years then ended.

(4) The number of phantom shares to vest will be adjusted to reflect the value of any dividends paid on MFA's common stock during the vesting period in respect of the number of phantom shares that ultimately vest. The phantom shares will be settled in an equivalent number of shares of MFA common stock within 30 days following the vesting date.

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.