

MCADAMS JOSEPH E
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

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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

(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 AVENUE, 2ND FL.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

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) Price	262,096	D	
Common Stock				(A) or (D) Price	33,700	I	McAdams Foundation (1)

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

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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. Amount or Number of Shares
Series B Cumulative Convertible Preferred Stock	\$ 10.5 ⁽²⁾	03/08/2019		P	3,500	⁽³⁾ ⁽⁴⁾	Common Stock	18,406
Series B Cumulative Convertible Preferred Stock	\$ 10.5 ⁽²⁾	03/11/2019		P	3,200	⁽³⁾ ⁽⁴⁾	Common Stock	16,828

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCADAMS JOSEPH E 1299 OCEAN AVENUE, 2ND FL. SANTA MONICA, CA 90401	X		CEO & President	

Signatures

/s/ Joseph E. McAdams 03/12/2019

**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) The Series B Cumulative Convertible Preferred Stock is convertible into shares of Anworth Mortgage Asset Corporation common stock initially at a conversion price of \$10.50, subject to adjustment upon the occurrence of certain events specified in the Articles Supplementary for Series B Cumulative Convertible Preferred Stock, a copy of which was filed as an exhibit to a Current Report on Form 8-K with the U.S. Securities and Exchange Commission on January 30, 2007.

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- (3) Immediately exercisable.
- (4) The Series B Cumulative Convertible Preferred Stock has no expiration date.

This price reported in Column 8 is the weighted average price of the 3,500 shares purchased by the McAdams Foundation on March 8, 2019 in multiple transactions in the open market at prices ranging from \$23.41 to \$23.45, inclusive. The Reporting Person undertakes to

- (5) provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the price range set forth in this footnote (5) to this Form 4.

This price reported in Column 8 is the weighted average price of the 3,200 shares purchased by the McAdams Foundation on March 11, 2019 in multiple transactions in the open market at prices ranging from \$22.88 to \$23.61, inclusive. The Reporting Person undertakes to

- (6) provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the price range set forth in this footnote (6) to this Form 4.

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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