

PennyMac Mortgage Investment Trust  
 Form 4  
 March 12, 2014

**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 \*  
**SPECTOR DAVID**

(Last) (First) (Middle)

**C/O PENNYMAC MORTGAGE INVESTMENT TRUST, 6101 CONDOR DRIVE**

(Street)

**MOORPARK, CA 93021**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PennyMac Mortgage Investment Trust [PMT]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/10/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and COO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                      |                                      |  | Code                           | V   | Amount (A) or (D)   | Price  |  |
| Common Shares of Beneficial Interest | 03/10/2014                           |  | S                              |   | 7,500<br><u>(1)</u>   | \$<br>23.7371<br><u>(2)</u>                              | 222,686 <u>(3)</u> D                       |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| SPECTOR DAVID<br>C/O PENNYMAC MORTGAGE INVESTMENT TRUST<br>6101 CONDOR DRIVE<br>MOORPARK, CA 93021 | X             |           | President<br>and COO |       |

## Signatures

/s/ Derek W. Stark, attorney-in-fact for Mr. Spector 03/12/2014

\_\_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) The common shares of beneficial interest were sold pursuant to a 10b5-1 plan in order to pay estimated tax obligations resulting from the vesting of 20,000 restricted share units on March 8, 2014.
- The price reported is the weighted average price of multiple transactions at prices ranging from \$23.60 to \$23.85. The reporting person
- (2) hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of common shares of beneficial interest and the prices at which the transactions were effected.
- (3) The reported amount consists of 108,250 restricted share units and 114,436 common shares of beneficial interest. The restricted share units are to be settled in an equal number of common shares of beneficial interest upon vesting. On March 8, 2014, 20,000 restricted share units vested and were settled in common shares of beneficial interest, of which 7,500 were sold as described in the preceding footnote and 12,500 are included in the reported amount.

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.