SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] Ford Elwin A	2. Date of Event Requiring Statement (Month/Day/Year) 05/25/2016	3. Issuer Name **and** Ticker or Trading Symbol MFA FINANCIAL, INC. [MFA]		
(Last) (First) (Middle) C/O MFA FINANCIAL, INC. 350 PARK AVENUE - 20TH FLOOR		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)		5. If Amendment, Date of Original Filed (Month/Day/Year)
		Director	10% Owner	
		X Officer (give title below)	Other (specify below)	
(Street) NEW YORK NY 10022		SVP and Chief Tech Ofcr		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.01 per share	15,826	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Shares	(2)	(2)	Common Stock	10,000	(1)	D	
Phantom Shares	(2)	(2)	Common Stock	10,000	(1)	D	
Phantom Shares	(2)	(2)	Common Stock	10,000	(1)	D	
Phantom Shares	(3)	(3)	Common Stock	10,000	(1)	D	
Phantom Shares	(3)	(3)	Common Stock	10,000	(1)	D	
Phantom Shares	(3)	(3)	Common Stock	10,000	(1)	D	

Explanation of Responses:

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, 2016, 2017 and 2018 (as applicable), and thereafter will be settled in an equivalent number of shares of MFA common stock within 15 days following each applicable vesting date.

3. 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 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, 2016, 2017 and 2018 (as applicable), based on MFA's total stockholder return for the three years then ended. 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 each applicable vesting date.

/s/ Elwin Ford	06/06/2016
** Signature of Reporting Person	Date

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

* If the form is filed by more than one reporting person, *see* Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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