SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] Knutson Craig L	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) (Middle) C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 20TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2016	Director 10% Owner X Officer (give title below) Other (specify below) President and COO
(Street) NEW YORK NY 10022 (City) (State) (Zip)	4. If Amendment, Date of 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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/15/2016		M[(1)]		2,831	A	$0[(2)]	510,863	D	
Common Stock	07/15/2016		F[(3)]		1,463	D	$7.29	509,400	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Shares	(4)	07/15/2016		M[(4)]			2,831	07/15/2016	07/15/2016	Common Stock	2,831	(4)	420,000	D	

Explanation of Responses:

1. Shares acquired pursuant to the settlement of restricted stock units (i.e., phantom stock) granted to the Reporting Person in July 2013.

2. Each phantom share is the economic equivalent of one share of common stock of MFA Financial, Inc. Each vested phantom share was settled in one share of common stock of MFA Financial, Inc.

3. The reported disposition represents the surrender of shares to satisfy tax obligations arising from the settlement of phantom shares described in Note 1 above.

4. Settlement of time-based phantom shares granted to the Reporting Person in July 2013. Each phantom share is the economic equivalent of one share of common stock of MFA Financial, Inc. Each vested phantom share was settled in one share of common stock of MFA Financial, Inc.

/s/ Craig L. Knutson   07/19/2016
** Signature of Reporting Person   Date