

Botein Matthew
Form 4
March 04, 2013

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 *
Botein Matthew

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2013

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

C/O PENNYMAC MORTGAGE INVESTMENT TRUST, 6101 CONDOR DRIVE

(Street)

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

MOORPARK, CA 93021

(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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|-----------------------------------|
| Common Shares of Beneficial Interest | 03/01/2013 | | S | 1,100 | D | \$ 25.3609 | 56,989 | D |
| Common Shares of Beneficial Interest | 03/01/2013 | | S | 100 | D | \$ 25.35 | 56,889 | D |
| Common Shares of | 03/01/2013 | | S | 1,200 | D | \$ 25.39 | 55,689 | D |

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| | | | | | | | | |
|--------------------------------------|------------|---|-------|---|------------|--------|---|--|
| Beneficial Interest | | | | | | | | |
| Common Shares of Beneficial Interest | 03/01/2013 | S | 2,200 | D | \$ 25.37 | 53,489 | D | |
| Common Shares of Beneficial Interest | 03/01/2013 | S | 2,100 | D | \$ 25.38 | 51,389 | D | |
| Common Shares of Beneficial Interest | 03/01/2013 | S | 1,000 | D | \$ 25.4 | 50,389 | D | |
| Common Shares of Beneficial Interest | 03/01/2013 | S | 1,100 | D | \$ 25.42 | 49,289 | D | |
| Common Shares of Beneficial Interest | 03/01/2013 | S | 3,300 | D | \$ 25.41 | 45,989 | D | |
| Common Shares of Beneficial Interest | 03/01/2013 | S | 300 | D | \$ 25.4101 | 45,689 | D | |
| Common Shares of Beneficial Interest | 03/01/2013 | S | 439 | D | \$ 25.45 | 45,250 | D | |
| Common Shares of Beneficial Interest | 03/01/2013 | S | 500 | D | \$ 25.44 | 44,750 | D | |

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

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 control number.

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

