

Jones Doug
Form 4
April 04, 2018

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 *
Jones Doug

2. Issuer Name and Ticker or Trading Symbol
PENNYMAC FINANCIAL SERVICES, INC. [PFSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Mtge Bnkg Ofcr

C/O PENNYMAC FINANCIAL SERVICES, INC., 3043 TOWNSGATE ROAD
(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

WESTLAKE VILLAGE, CA 91361

(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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	04/02/2018		M		30,372 (1) A \$ 0	D	
Class A Common Stock	04/03/2018		S		10,116 (3) D \$ 22.6392 (4)	D	
Class A Common Stock	04/04/2018		S		20,256 (3) D \$ 23.1609 (6)	D	
					50,193 (2)		
					40,077 (5)		
					19,821 (7)		

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

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(9-02)

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 Underlying Instrument (Instr. 3)
					V	(A) (D)	Date Exercisable	Expiration Date	
Performance-Based Restricted Stock Units	\$ 0 ⁽¹⁾	04/02/2018		A		30,372	⁽¹⁾	⁽¹⁾	Class of Common Stock
Performance-Based Restricted Stock Units	\$ 0 ⁽¹⁾	04/02/2018		M		30,372	⁽¹⁾	⁽¹⁾	Class of Common Stock
Class A Units of Private Nat'l Mortgage Acceptance Company, LLC	⁽⁸⁾						⁽⁸⁾	⁽⁸⁾	Class of Common Stock
Nonstatutory Stock Option (Right to Buy)	\$ 21.03						06/13/2014	06/12/2023	Class of Common Stock
Nonstatutory Stock Option (Right to Buy)	\$ 17.26						02/26/2015	02/25/2024	Class of Common Stock
Nonstatutory Stock Option (Right to Buy)	\$ 17.52						03/03/2016	03/02/2025	Class of Common Stock
Nonstatutory Stock Option (Right to Buy)	\$ 11.28						03/07/2017	03/06/2026	Class of Common Stock
Nonstatutory Stock Option (Right to Buy)	\$ 18.05						03/06/2018	03/05/2027	Class of Common Stock
Nonstatutory Stock Option (Right to Buy)	\$ 24.4						03/09/2019	03/08/2028	Class of Common Stock

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This nonstatutory stock option to purchase 34,626 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 6, 2018, 2019 and 2020, subject to the Reporting Person's committed service through each date.

- (14) This nonstatutory stock option to purchase 26,467 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 9, 2019, 2020 and 2021, subject to the Reporting Person's committed service through each date.

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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