

MFA FINANCIAL, INC.  
 Form 4  
 July 19, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**GORIN WILLIAM S**  
  
 (Last) (First) (Middle)  
 C/O MFA FINANCIAL, INC., 350  
 PARK AVENUE, 20TH FLOOR  
  
 (Street)  
 NEW YORK, NY 10022  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MFA FINANCIAL, INC. [MFA]**  
  
 3. Date of Earliest Transaction  
 (Month/Day/Year)  
**07/15/2016**  
  
 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)  
**Chief Executive Officer**  
  
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/15/2016		M <sup>(1)</sup>	4,250 A	\$ 0 (2)	865,440	D
Common Stock	07/15/2016		F <sup>(3)</sup>	2,374 D	\$ 7.29	863,066	D

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Phantom Shares	(4)	07/15/2016		M(4)	4,250	07/15/2016 07/15/2016	Common Stock	4,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORIN WILLIAM S C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 20TH FLOOR NEW YORK, NY 10022	X		Chief Executive Officer	

## Signatures

/s/ William S. Gorin 07/19/2016

\*\*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) 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.

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.