

GORIN WILLIAM S  
Form 4/A  
August 08, 2011

**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 \*  
**GORIN WILLIAM S**  
  
(Last) (First) (Middle)  
  
**C/O MFA FINANCIAL, INC., 350  
PARK AVENUE, 20 TH 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)  
**07/01/2011**  
  
4. If Amendment, Date Original Filed(Month/Day/Year)  
**08/08/2011**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President**  
  
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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Shares	<u>(1)</u>	07/01/2011	<u>A</u> <sup>(2)</sup>	25,000					<u>(3)</u>	<u>(3)</u>	COMMON STOCK	25,000

## Reporting Owners

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

## Signatures

/s/William S.  
Gorin

08/08/2011

    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) Each phantom share is the economic equivalent of one share of MFA's common stock, par value \$0.01 per share.
  - (2) Amended from the original filing in which transaction was incorrectly reported as a disposition ("D") rather than an award ("A")
- These phantom shares are subject to forfeiture until June 30, 2014. One-third of these phantom shares shall vest on each of June 30, 2012, June 30, 2013 and June 30, 2014 (subject, in each case, to MFA's achievement of specified performance goals) and thereafter, are payable within 30 days of the date such phantom shares vest.

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.