

MFA FINANCIAL, INC.  
 Form 4  
 July 03, 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 \*  
**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)  
**07/01/2013**  
  
 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)  
**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 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)  | Price   |  |                                   |
| Common Stock                    | 07/01/2013                           |  | F <sup>(4)</sup>               | 10,468 D  | \$ 8.54   | 669,383 D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Pr Deri Secu (Inst |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable      | Expiration Date | Title        | Amount or Number of Shares |
| Phantom Shares                             | <u>(1)</u>   | 07/01/2013                           |  | A                              |   | 12,500   |   | <u>(2)</u>            | <u>(2)</u>      | Common Stock | 12,500                     |
| Phantom Shares                             | <u>(1)</u>   | 07/01/2013                           |  | A                              |   | 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<br>C/O MFA FINANCIAL, INC.<br>350 PARK AVENUE, 20TH FLOOR<br>NEW YORK, NY 10022 | X             |           | President |       |

## Signatures

/s/ William S.  
Gorin

07/03/2013

\*\*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 represents the right to receive one share of MFA Financial, Inc. common stock.

(2) One-third of these phantom shares are scheduled to vest, subject to forfeiture, on each of June 30, 2014, 2015 and 2016, and thereafter will be settled in an equivalent number of shares of MFA common stock within 30 days of each respective vesting date.

(3) One-third of these phantom shares are scheduled to vest, subject to forfeiture, on each of June 30, 2014, 2015 and 2016 (subject, in each case, to MFA's achievement of specified performance goals), and thereafter will be settled in an equivalent number of shares of MFA common stock within 30 days of each respective vesting date.

(4) The reported disposition represents the surrender of shares to satisfy tax obligations arising from the vesting of one or more previously granted restricted stock awards.

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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