

Godley Richard A  
Form 4  
April 04, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Godley Richard A

(Last) (First) (Middle)

C/O REGIONAL MANAGEMENT CORP., 509 WEST BUTLER ROAD

(Street)

GREENVILLE, SC 29607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Regional Management Corp. [RM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/02/2012

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)

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 Indirect Beneficial Ownership (Instr. 4) |         |   |                  |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|------------------|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |         |   |                  |
| Common Stock, par value \$0.10 per share | 04/02/2012                           |  | S                              |   | 124,457   | D  | \$ 13.95 (1)  | 567,220 | I | See footnote (2) |
| Common Stock, par value \$0.10 per share | 04/02/2012                           |  | S                              |   | 13,495  | D  | \$ 13.95 (1)  | 61,505  | I | See footnote (3) |

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.

SEC 1474  
(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Godley Richard A<br>C/O REGIONAL MANAGEMENT CORP.<br>509 WEST BUTLER ROAD<br>GREENVILLE, SC 29607 | X             |           |         |       |

## Signatures

/s/ A. Michelle Masters, attorney-in-fact  
Date: 04/04/2012

## 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) This amount represents the \$15 public offering price per share of the Issuer's common stock less the underwriting discount of \$1.05 per share.
- (2) These shares of common stock of the Issuer are held by the Richard A. Godley, Sr. Revocable Trust. Richard A. Godley and his wife, Pamela Denise Godley, are trustees of the Richard A. Godley, Sr. Revocable Trust.
- (3) These shares of common stock of the Issuer are held by the Pamela Denise Godley Revocable Trust. Pamela Denise Godley is the wife of Mr. Godley. These shares, which were previously indicated to be held by Denise Godley, are held by the Pamela Denise Godley Revocable Trust.

**Remarks:**

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, Mr. Godley states that this filing shall not b

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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