Edgar Filing: MFA FINANCIAL, INC. - Form 4

MFA FINA Form 4	NCIAL, INC.										
January 24,	_										
FORM	14_{UNITED}	STATES SE	FCHDIT	TIFS /		CHANCE		т	PPROVAL		
		STATES SI			, D.C. 20			OMB Number:	3235-0287		
Check the check	MENT OF C	HANG	ES IN	Expires:	res: January 31, 2005 nated average						
Section Form 4	16.		S	ECUI	RITIES			burden hou response	urs per		
Form 5 obligatio may cor <i>See</i> Insta 1(b).	ons Section 17((a) of the Pub	olic Utili	ty Hol	ding Cor		nge Act of 1934, of 1935 or Section 940	on			
(Print or Type	Responses)										
1. Name and A Meyers Ter	Address of Reporting rence B	Sy	mbol		d Ticker or		5. Relationship o Issuer	of Reporting Per	son(s) to		
			MFA FINANCIAL, INC. [MFA]				(Check all applicable)				
(Last)	(Last) (First) (Middle)			3. Date of Earliest Transaction							
	FINANCIAL, ING ENUE, 20TH FLO	C., 350 01	10nth/Day/ 1/24/2014				Director X Officer (giv below) Seni		% Owner ner (specify nt		
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEW YOR	RK,, NY 10022						Person		1 0		
(City)	(State)	(Zip)	Table I	- Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date		3.		4. Securit			6. Ownership	7. Nature of		
Security (Month/Day/Year) (Instr. 3)		Execution Dat any		TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial		
(1150.5)		(Month/Day/Y		str. 8)	(Instr. 3, 4		Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)		
			Со	ode V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each class	of securiti	es bene	ficially own	ned directly o	or indirectly.				
					inforn requir	nation cont ed to respo	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(/ D (I (I	Acquired A) or Disposed D) Instr. 3, nd 5)	l of					(Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	<u>(1)</u>	01/24/2014		А	5	5,000		(2)	(2)	Common Stock	5,000	\$
Phantom Shares	<u>(1)</u>	01/24/2014		А	5	5,000		(3)	(3)	Common Stock	5,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
Terforming Conner Found (Francos	Director	10% Owner	Officer	Other				
Meyers Terence B C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 20TH FLOOR NEW YORK,, NY 10022			Senior Vice President					
Signatures								

01/24/2014				
01/24/2014				
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) These phantom shares are scheduled to vest, subject to forfeiture, on December 31, 2016, and thereafter will be settled in an equivalent number of shares of MFA common stock within 15 days following the vesting date.

These phantom shares are performance based equity awards. The number of phantom shares reported represents the target number of phantom shares granted. The number of underlying shares of MFA common stock that vest and that the recipient becomes entitled to receive at the time of vesting will generally range from 0% to 200% of the target number of phantom shares granted, subject to the achievement of a pre-established performance metric. The vesting of these phantom shares will generally occur on December 31, 2016,

(3) achievement of a pre-established performance metric. The vesting of these phantom shares will generally occur on December 31, 2010, based on MFA's total stockholder return for the three years then ended. The number of phantom shares to vest will be adjusted to reflect the value of any dividends paid on MFA common stock during the vesting period in respect of the number of phantom shares that ultimately vest. The phantom shares will be settled in an equivalent number of shares of MFA common stock within 30 days following the vesting date.

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.