

ANWORTH MORTGAGE ASSET CORP

Form 4

August 16, 2016

**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 \*  
**MCADAMS JOSEPH LLOYD**

 2. Issuer Name **and** Ticker or Trading  
 Symbol  
**ANWORTH MORTGAGE ASSET  
 CORP [ANH]**

 5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

 (Last) (First) (Middle)  
**1299 OCEAN AVENUE, SECOND  
 FLOOR**

 3. Date of Earliest Transaction  
 (Month/Day/Year)  
**08/01/2016**
☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**CEO**

 (Street)  
**SANTA MONICA, CA 90401**

 4. If Amendment, Date Original  
 Filed(Month/Day/Year)

 6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
 Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 1,295,410 <sup>(1)</sup>                                                                                           | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 41,500 <sup>(2)</sup>                                                                                              | I                                                                    | By spouse                                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 33,700 <sup>(3)</sup>                                                                                              | I                                                                    | McAdams<br>Foundation                                             |

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**

 SEC 1474  
 (9-02)

**displays a currently valid OMB control number.**

**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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code V (A) (D)                 |                                                                                         | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                                    |
| Restricted Stock Unit                      | (4)                                                    | 08/01/2016                           |                                                    | A                              | 96,169                                                                                  | (5) (5)                                                  | Common Stock                                                  | 91,169                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |         |       |
|-------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                     | Director      | 10% Owner | Officer | Other |
| MCADAMS JOSEPH LLOYD<br>1299 OCEAN AVENUE<br>SECOND FLOOR<br>SANTA MONICA, CA 90401 | X             |           | CEO     |       |

## Signatures

/s/ Joseph Lloyd  
McAdams

08/16/2016

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) Mr. McAdams is married to Heather U. Baines. Mr. McAdams owns 62,500 shares individually. The balance of these shares are owned as community property with Ms. Baines.
- (2) Ms. Baines owns 41,500 shares in which Mr. McAdams has no beneficial interests.
- (3) Shares held by the McAdams Foundation, of which Mr. McAdams is a director.
- (4) 1-for-1.

- (5) The Restricted Stock Units are not vested at the grant date. During the period commencing on the grant date and ending on the last day of the calendar month after the three (3) year anniversary of the grant date, the Restricted Stock Units shall vest immediately upon the Grantee's involuntary termination of service for any reason other than for Cause. During the period commencing on the day immediately following the three (3) year anniversary of the grant date and ending on the ten (10) year anniversary of the grant date, the Restricted Stock Units shall vest on the last day of any month when the total return to stockholders (meaning the aggregate of Common Stock price appreciation and dividends declared assuming full reinvestment of dividends) exceeds 10% per annum.

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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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