#### MCCALLION ANNE

Form 4

February 12, 2018

# FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MCCALLION ANNE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PENNYMAC FINANCIAL

(Month/Day/Year)

04/21/2017

(Check all applicable)

(Last) (First) (Middle) SERVICES, INC. [PFSI] 3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

C/O PENNYMAC FINANCIAL

SERVICES, INC., 3043 TOWNSGATE ROAD

(City)

Chief Enterprise Ops Officer

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

### WESTLAKE VILLAGE, CA 91361 (State)

(Zip)

(City)	(State)	Tabl	e I - Non-E	<b>Derivative</b>	Secui	rities Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) 8) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock	04/21/2017		Code V S	Amount  1,524 (1) (2)	(D)	Price \$ 16.6	10,020 (3)	D	
Class A Common Stock	02/08/2018		M	5,000 ( <u>4)</u>	A	\$ 0 (5)	5,000	I	The McCallion Family Trust dated 12/21/98
Class A Common	02/08/2018		S	5,000 (1)	D	\$ 21.3	0	I	The McCallion

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Stock					<u>(6)</u>			Family Trust dated 12/21/98
Class A Common Stock	02/09/2018	M	5,000 ( <u>4)</u>	A	\$ 0 (5)	5,000	I	The McCallion Family Trust dated 12/21/98
Class A Common Stock	02/09/2018	S	5,000 (1)	D	\$ 22 ( <u>7)</u>	0	I	The McCallion Family Trust dated 12/21/98

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)

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. Transactic Code (Instr. 8)	5. Number out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Cl A Ur Private Mortgag Accepta Compar LLC	Nat'l ge ance	<u>(5)</u>	02/08/2018		M	5,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	5,00 ( <u>4)</u>
Cl A Ur Private Mortgag Accepta Compar LLC	Nat'l ge ance	<u>(5)</u>	02/09/2018		M	5,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	5,00 ( <u>4)</u>
Nonstat	utory	\$ 21.03					06/13/2014	06/12/2023	Class A	15,88

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Stock Option (Right to Buy)				Common Stock	(8)
Nonstatutory Stock Option (Right to Buy)	\$ 17.26	02/26/2015	02/25/2024	Class A Common Stock	28,21 (9)
Nonstatutory Stock Option (Right to Buy)	\$ 17.52	03/03/2016	03/02/2025	Class A Common Stock	23,82 (10)
Nonstatutory Stock Option (Right to Buy)	\$ 11.28	03/07/2017	03/06/2026	Class A Common Stock	27,77 (11)
Nonstatutory Stock Option (Right to Buy)	\$ 18.05	03/06/2018	03/05/2027	Class A Common Stock	22,50 (12)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
MCCALLION ANNE C/O PENNYMAC FINANCIAL SERVICES, INC. 3043 TOWNSGATE ROAD WESTLAKE VILLAGE, CA 91361			Chief Enterprise Ops Officer				

# **Signatures**

/s/ Derek W. Stark, attorney-in-fact for Ms.

McCallion

02/12/2018

\*\*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) These shares of Class A Common Stock were sold pursuant to a 10b5-1 plan.
- (2) The sale of these shares was not reported timely due to an administrative error.
- Following the transaction on April 21, 2017, the reported amount consisted of 9,002 restricted stock units and 1,018 shares of Class A
- (3) Common Stock. As of February 9, 2018, the reporting person owned 9,002 restricted stock units. The restricted stock units are to be settled in an equal number of shares of Class A Common Stock upon vesting.
- (4) Represents shares of Class A Common Stock received upon the exchange of Class A Units of Private National Mortgage Acceptance Company, LLC.
- (5) Pursuant to the terms of an exchange agreement, Class A Units of Private National Mortgage Acceptance Company, LLC are exchangeable for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to customary conversion rate

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adjustments.

- The price reported is the weighted average price of multiple transactions ranging from \$21.00 to \$21.70. The reporting person hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of Class A Common Stock and the prices at which the transactions were effected.
- The price reported is the weighted average price of multiple transactions ranging from \$21.75 to \$22.20. The reporting person hereby undertakes to provide upon request to the SEC, the Issuer or a security holder of the Issuer the number of Class A Common Stock and the prices at which the transactions were effected.
- (8) This nonstatutory stock option to purchase 15,882 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of June 13, 2014, 2015 and 2016, subject to the Reporting Person's continued service through each date.
- (9) This nonstatutory stock option to purchase 28,216 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of February 26, 2015, 2016 and 2017, subject to the Reporting Person's continued service through each date.
- (10) This nonstatutory stock option to purchase 23,829 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 3, 2016, 2017 and 2018, subject to the Reporting Person's committed service through each date.
- (11) This nonstatutory stock option to purchase 27,771 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 7, 2017, 2018 and 2019, subject to the Reporting Person's committed service through each date.
- (12) This nonstatutory stock option to purchase 22,506 shares of Class A Common Stock of the Issuer will vest as to one-third of the optioned shares on each of March 6, 2018, 2019 and 2020, subject to the Reporting Person's committed service through each 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.