

BELL MARC H
Form 4
April 05, 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 *
BELL MARC H

2. Issuer Name and Ticker or Trading Symbol
Armour Residential REIT, Inc.
[ARR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

6800 BROKEN SOUND PARKWAY, SUITE 200

(Street)

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

BOCA RATON, FL 33487

(City) (State) (Zip)

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 | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$0.001 per share | 04/03/2013 | | M ⁽¹⁾ | 251 | A | 47,259 ⁽¹⁾ | D |
| Common Stock, par value \$0.001 per share | 04/03/2013 | | A ⁽¹⁾ | 1,263 | A | 48,522 ⁽¹⁾ | D |
| | | | | | | 1,756,792 | I |

| | | | | | | | |
|---|--------|---|--|--|--|--|--------------------------|
| Common Stock, par value \$0.001 per share | | | | | | | See Footnote. <u>(2)</u> |
| Common Stock, par value \$0.001 per share | 75,075 | I | | | | | See Footnote <u>(3)</u> |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BELL MARC H 6800 BROKEN SOUND PARKWAY SUITE 200 BOCA RATON, FL 33487 | X | | | |

Signatures

/s/ Marc H. Bell 04/05/2013

**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) On April 3, 2013, the reporting person elected to redeem 251 shares of vested phantom stock previously granted under ARMOUR Residential REIT, Inc.'s Amended and Restated 2009 Stock Incentive Plan into 251 shares of ARMOUR's common stock and received 1,263 shares of ARMOUR common stock pursuant to quarterly compensation paid for the reporting person's service on ARMOUR's board of directors. Commencing with the end of the first quarter of 2013, the reporting person will receive up to \$16,500 of the reporting person's total quarterly compensation for 2013 (or \$66,000 on an annual basis), paid in stock. The vesting schedule for the 251 shares were separately reported on Form 4s filed by the reporting person on April 4, 2011 and April 3, 2012. Represents shares of common stock directly owned by Mr. Bell as of April 5, 2013. Previous Forms 4 misreported Mr. Bell's direct ownership to include an additional 50,000 shares of common stock.

(2) Represents shares owned indirectly through Blackbeard Capital Domestic REIT Fund, L.P. ("Blackbeard"). The reporting person is a managing member of the limited liability company that serves as the general partner of Blackbeard. Mr. Bell is deemed to beneficially own 50% of the shares owned by Blackbeard and has a pecuniary interest therein. Mr. Bell may be deemed the beneficial owner of 1,756,792 shares, representing 50% of the 3,513,585 shares owned by Blackbeard.

(3) Represents shares owned indirectly through Staton Bell Blank Check LLC ("SBBC"). The reporting person is a member of SBBC and is deemed to beneficially own 50% of the shares owned by SBBC and has a pecuniary interest therein. Mr. Bell may be deemed the beneficial owner of 75,075 shares, representing 50% of the 150,150 shares directly owned by SBBC.

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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