Regional Management Corp.

Form 4

October 30, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

OMB APPROVAL

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January 31,

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Godley Richard A Issuer Symbol Regional Management Corp. [RM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title C/O REGIONAL MANAGEMENT 10/28/2013 below) CORP., 509 WEST BUTLER ROAD (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 **GREENVILLE, SC 29607** (City) (State) (Zin)

(City)	(State) (2	(State) Table I - Non-Derivative Securities Ac						quired, 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. Transactic Code (Instr. 8)	(A) or		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)			
Common Stock	10/28/2013		A	4,484	A	\$ 0	4,484	D			
Common Stock							329,220	I	see footnote (1)		
Common Stock							180,000	I	see footnote (2)		
Common Stock							60,000	I	see footnote (3)		
Common Stock							61,505	I	see footnote (4)		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	er Expiration Date		Amou	nt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)]
		Derivative				Securities		(In	(Instr.	Instr. 3 and 4)		(
Security					Acquired						J	
						(A) or	(A) or					J
						Disposed						7
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							•	Expiration		Number		
								Date		of		
					Code V	(A) (D)				Shares		
					Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Godley Richard A C/O REGIONAL MANAGEMENT CORP. 509 WEST BUTLER ROAD GREENVILLE, SC 29607

X

Signatures

/s/ A. Michelle Masters, 10/30/2013 attorney-in-fact

**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).
- These shares of common stock of the Issuer are held by the Richard A. Godley, Sr. Revocable Trust. The reporting person is the sole **(1)** trustee of the Richard A. Godley, Sr. Revocable Trust.
- These shares of common stock of the Issuer are held by the Tyler Godley Children 2012 Irrevocable Trust, dated December 17, 2012.
- **(2)** The reporting person's wife, Pamela Denise Godley, is the trustee of the Tyler Godley Children 2012 Irrevocable Trust, dated December 17, 2012.
 - These shares of common stock of the Issuer are held by the Haylei D. Tucker Family 2012 Irrevocable Trust, dated December 17, 2012.
- **(3)** The reporting person's wife, Pamela Denise Godley, is the trustee of the Haylei D. Tucker Family 2012 Irrevocable Trust, dated December 17, 2012.

Reporting Owners 2

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(4) These shares of common stock of the Issuer are held by the Pamela Denise Godley Revocable Trust. The reporting person's wife, Pamela Denise Godley, is the trustee of the Pamela Denise Godley Revocable Trust.

Remarks:

Mr. Godley disclaims beneficial ownership of the shares of common stock of the Issuer reported herein, except to the extent of 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.