

Armour Residential REIT, Inc.
 Form 4
 October 05, 2015

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 *
PAPERIN STEWART J

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)
3001 OCEAN DRIVE, SUITE #201
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2015

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

VERO BEACH, FL 32963

(City) (State) (Zip)

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

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) | Amount or Price | | | | |
| Common Stock, par value \$0.001 per share | 10/01/2015 | | M ⁽¹⁾ | 31 | ⁽²⁾ | A <u>1</u> | 5,561 ⁽¹⁾ ⁽²⁾ | I | See Footnote ⁽³⁾ |
| Common Stock, par value \$0.001 per share | 10/01/2015 | | A ⁽¹⁾ | 823 | ⁽²⁾ | A <u>1</u> | 6,384 ⁽¹⁾ ⁽²⁾ | I | See Footnote ⁽³⁾ |
| Common Stock, par | | | | | | | 1,040 ⁽²⁾ | D | |

value
\$0.001 per
share

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

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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PAPERIN STEWART J 3001 OCEAN DRIVE SUITE #201 VERO BEACH, FL 32963 | | X | | |

Signatures

/s/ Stewart J. Paperin 10/05/2015

**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 October 1, 2015, the reporting person elected to redeem 31 shares of vested phantom stock previously granted under ARMOUR's Second Amended and Restated 2009 Stock Incentive Plan into 31 shares of ARMOUR's common stock and received 823 shares of

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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 may elect to receive \$16,500 of the reporting person's total quarterly compensation (or \$66,000 on an annual basis) paid in common stock, cash, or a combination of stock and cash at the option of the director. The 823 shares of stock represent the reporting person's election of stock compensation for the past quarter.

- (2) Effective as of July 31, 2015, ARMOUR's common stock was reduced on a one-for-eight basis pursuant to the issuer's reverse stock split. Accordingly, all shares reported in this report reflect the effect of the one-for-eight reverse stock split.
- (3) Represents shares owned indirectly through the Stewart J. Paperin Family Trust. Mr. Paperin has a pecuniary interest in and investment control over the shares held by the Trust.

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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