Hadley Randall D. Form 5 March 27, 2013

FORM 5

OMB APPROVAL

LOUIN								OMB			
			S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					Number:	3235-0362		
Check this no longer		Was						Expires:	January 31,		
to Section Form 4 or 5 obligation may contin	16. Form ANNU ons nue.		CATEMENT OF CHANGES IN BENEA OWNERSHIP OF SECURITIES				FICIAL	•	ated average n hours per		
See Instruction 1(b). Form 3 Horal Reported Form 4 Transactio Reported	Filed purs	uant to Section 16 of the Public Ut 30(h) of the Inv	ility Holding	g Compa	ny Ao	et of 1	935 or Sectio	n			
1. Name and A Hadley Rand	ddress of Reporting Podall D.	Symbol PennyM	2. Issuer Name and Ticker or Trading Symbol PennyMac Mortgage Investment Trust [PMT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
		Trust [P.									
(Last)	(First) (M	(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			_	_X Director Officer (give pelow)	title 10% below)	Owner er (specify		
	YMAC MORTGA ENT TRUST, 610 DRIVE										
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)				
MOORPAR	K, CA 93021					_	X_Form Filed byForm Filed by ! Person	One Reporting Pe More than One Re			
(City)	(State) (Z	Zip) Table	e I - Non-Deriv	vative Secu	ırities	Acqui	red, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execut nstr. 3) any		3. 4. Securities Transaction Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Shares of Beneficial Interest	10/17/2012	Â	G	Amount 750 (1)		Price	12,000	D	Â		

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 2270 (9-02)

Edgar Filing: Hadley Randall D. - Form 5

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	 .	or	
						Exercisable	Date	Title	Number	
									of	
					(A) (D)				Shares	

of D

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Othe	
Hadley Randall D.					
C/O PENNYMAC MORTGAGE INVESTMENT TRUST	î v	â	â	â	
6101 CONDOR DRIVE	АЛ	Α	А	A	
MOORPARK, CA 93021					

Signatures

/s/ Derek W. Stark, Attorney-In-Fact for Randall D. Hadley 03/27/2013

**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 October 17, 2012, Mr. Hadley gifted 750 common shares of beneficial interest to his adult son, Daniel A. Hadley.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2