Sullivan Marianne Form 4 September 04, 2018

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

Check this box if no longer subject to Section 16.

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

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3235-0287

January 31,

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Sullivan Marianne Symbol

(Middle)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

PennyMac Mortgage Investment Trust [PMT]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 08/31/2018

_X__ Director 10% Owner Officer (give title _ ___ Other (specify

C/O PENNYMAC MORTAGE **INVESTMENT TRUST, 3043 TOWNSGATE ROAD**

(First)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

WESTLAKE VILLAGE, CA 91361

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secu | rities Acqu | iired, Disposed o | f, 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. Transactic Code (Instr. 8) | 4. Securi on(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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 Shares of Beneficial Interest | 08/31/2018 | | P | 2,890 | | \$ 19.953 | 9,002 | I | Marianne E Sullivan Revocable Trust |
| Common Shares of Beneficial Interest | 08/31/2018 | | P | 125 | A | \$ 19.955 | 9,127 | I | Marianne E Sullivan Revocable Trust |
| Common Shares of | | | | | | | 7,006 (1) | D | |

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Beneficial Interest

Common
Shares of
Beneficial
Interest
Individual
Retirement
Account

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8 | 5. etionNumber of S) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | S | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | |
|---|---|--------------------------------------|---|------------------------------------|--|---------------------|--------------------|-------|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

Sullivan Marianne C/O PENNYMAC MORTAGE INVESTMENT TRUST 3043 TOWNSGATE ROAD WESTLAKE VILLAGE, CA 91361

Signatures

/s/ Kisha Parker, attorney-in-fact for Ms. 09/04/2018

**Signature of Reporting Person Date

Reporting Owners 2

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) The reported amount consists of 7,006 restricted share units. The restricted share units are to be settled in an equal number of common shares of beneficial interest upon vesting.

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.