

Armour Residential REIT, Inc.

Form 4

October 05, 2015

**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  
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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GUBA THOMAS K

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|---|--|--|--|---|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 10/01/2015                              |   | M <sup>(1)</sup>                        | 31 <sup>(2)</sup>  | A <u>1</u>   | 30,975 <sup>(1)</sup> <sup>(2)</sup>                                 | D   |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 10/01/2015                              |   | A <sup>(1)</sup>                        | 823 <sup>(2)</sup>   | A <u>1</u>   | 31,798 <sup>(1)</sup> <sup>(2)</sup>                                 | D   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following the<br>Transaction<br>(Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| GUBA THOMAS K<br>3001 OCEAN DRIVE<br>SUITE #201<br>VERO BEACH, FL 32963 | X                                |

## Signatures

/s/ Thomas K.  
Guba 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 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 election 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.

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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