

MFA FINANCIAL, INC.

Form 3

June 06, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Ford Elwin A

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/25/2016

3. Issuer Name and Ticker or Trading Symbol
MFA FINANCIAL, INC. [MFA]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP and Chief Tech Ofcr

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting PersonC/O MFA FINANCIAL,
INC.,Â 350 PARK AVENUE -
20TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share

15,826

D

Â

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Shares	Â (2)	Â (2)	Common Stock	10,000	\$ (1)	D	Â
Phantom Shares	Â (2)	Â (2)	Common Stock	10,000	\$ (1)	D	Â
Phantom Shares	Â (2)	Â (2)	Common Stock	10,000	\$ (1)	D	Â
Phantom Shares	Â (3)	Â (3)	Common Stock	10,000	\$ (1)	D	Â
Phantom Shares	Â (3)	Â (3)	Common Stock	10,000	\$ (1)	D	Â
Phantom Shares	Â (3)	Â (3)	Common Stock	10,000	\$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ford Elwin A C/O MFA FINANCIAL, INC. 350 PARK AVENUE - 20TH FLOOR NEW YORK, NY 10022	Â	Â	Â SVP and Chief Tech Ofcr	Â

Signatures

/s/ Elwin Ford 06/06/2016

__Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each phantom share represents the right to receive one share of MFA Financial, Inc. common stock.

(2) These phantom shares are scheduled to vest, subject to forfeiture, on December 31, 2016, 2017 and 2018 (as applicable), and thereafter will be settled in an equivalent number of shares of MFA common stock within 15 days following each applicable vesting date.

These phantom shares are performance-based equity awards. The number of phantom shares reported represents the target number of phantom shares granted. The number of underlying shares of MFA common stock that the recipient becomes entitled to receive at the time of vesting will generally range from 0% to 200% of the target number of phantom shares granted, subject to the achievement of a pre-established performance metric. The vesting of these phantom shares will generally occur on December 31, 2016, 2017 and 2018 (as applicable), based on MFA's total stockholder return for the three years then ended. The number of phantom shares to vest will be adjusted to reflect the value of any dividends paid on MFA's common stock during the vesting period in respect of the number of phantom shares that ultimately vest. The phantom shares will be settled in an equivalent number of shares of MFA common stock within 30 days following each applicable vesting date.

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.