

Armour Residential REIT, Inc.  
 Form 4  
 April 07, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**BELL MARC H**

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)  
 6800 BROKEN SOUND  
 PARKWAY

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/03/2014

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

(Street)  
 BOCA RATON, FL 33487

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 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) |   |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Common Stock, par value \$0.001 per share | 04/03/2014                           |  | M <sup>(1)</sup>               |   | 251   | A  | Ⓟ 55,298 <sup>(1)</sup>           | D |
| Common Stock, par value \$0.001 per share | 04/03/2014                           |  | A <sup>(1)</sup>               |   | 2,002   | A  | Ⓟ 57,300 <sup>(1)</sup>           | D |
|   |                                      |  |                                |   |   |  | 1,756,792                         | I |

|   |        |   |  |  |  |  |  |                          |
|---|--------|---|--|--|--|--|--|--------------------------|
| Common Stock, par value \$0.001 per share |        |   |  |  |  |  |  | See Footnote. <u>(2)</u> |
| Common Stock, par value \$0.001 per share | 75,075 | I |  |  |  |  |  | See Footnote <u>(3)</u>  |

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 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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| BELL MARC H<br>6800 BROKEN SOUND PARKWAY<br>BOCA RATON, FL 33487 | X             |           |         |       |

## Signatures

/s/ Marc H. Bell                      04/07/2014

\_\_Signature of                      Date  
Reporting Person

## 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).

On April 3, 2014, the reporting person elected to redeem 251 shares of vested phantom stock previously granted under ARMOUR Residential REIT, Inc.'s Amended and Restated 2009 Stock Incentive Plan into 251 shares of ARMOUR's common stock and received 2,002 shares of ARMOUR common stock pursuant to quarterly compensation paid for the reporting person's service on ARMOUR's

(1) board of directors. Commencing with the end of the first quarter of 2013, the reporting person may elect to receive up to \$16,500 of the reporting person's total quarterly compensation (or \$66,000 on an annual basis), paid in stock. The 2,002 shares of stock represent the reporting person's election of stock compensation for the past quarter. The vesting schedule for the 251 shares were separately reported on Form 4s filed by the reporting person on April 4, 2011 and April 3, 2012.

Represents shares owned indirectly through Blackbeard Capital Domestic REIT Fund, L.P. ("Blackbeard"). The reporting person is a

(2) managing member of the limited liability company that serves as the general partner of Blackbeard. The reporting person may be deemed the beneficial owner of the 1,756,792 shares owned by Blackbeard and has a pecuniary interest therein.

Represents shares owned indirectly through Staton Bell Blank Check LLC ("SBBC"). The reporting person is a member of SBBC and is

(3) deemed to beneficially own 50% of the shares owned by SBBC and has a pecuniary interest therein. The reporting person may be deemed the beneficial owner of 75,075 shares, representing 50% of the 150,150 shares directly owned by SBBC.

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.