GORIN WILLIAM S Form 4/A

August 08, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction 1(b).

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 * **GORIN WILLIAM S**

2. Issuer Name and Ticker or Trading Symbol

MFA FINANCIAL, INC. [MFA]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) C/O MFA FINANCIAL, INC., 350 07/01/2011 PARK AVENUE, 20 TH FLOOR

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year) 08/08/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

below) President

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

NEW YORK, NY 10022

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

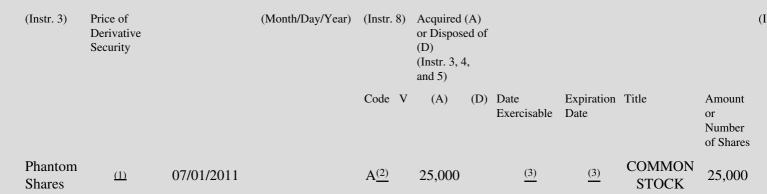
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

D

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Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting of the Fund of Fundament	Director	10% Owner	Officer	Other	
GORIN WILLIAM S C/O MFA FINANCIAL, INC. 350 PARK AVENUE, 20 TH FLOOR NEW YORK, NY 10022	X		President		

Signatures

/s/William S.
Gorin

**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) Each phantom share is the economic equivalent of one share of MFA's common stock, par value \$0.01 per share.
- (2) Amended from the original filing in which transaction was incorrectly reported as a disposition ("D") rather than an award ("A")
 - These phantom shares are subject to forfeiture until June 30, 2014. One-third of these phantom shares shall vest on each of June 30, 2012,
- (3) June 30, 2013 and June 30, 2014 (subject, in each case, to MFA's achievement of specified performance goals) and thereafter, are payable within 30 days of the date such phantom shares vest.

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.

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