

GRUBER MARK
Form 4
November 22, 2017

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRUBER MARK

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)
11/20/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Operating Officer

VERO BEACH, FL 32963

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 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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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	<u>(1)</u> <u>(5)</u>	11/20/2017	A		61,000		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	61,000	<u>(1)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRUBER MARK 3001 OCEAN DRIVE SUITE 201 VERO BEACH, FL 32963	Chief Operating Officer

Signatures

/s/ Mark Gruber 11/22/2017

__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).

The reporting person was granted an aggregate of 61,000 phantom shares under ARMOUR Residential REIT, Inc.'s ("ARMOUR") Second Amended and Restated 2009 Stock Incentive Plan pursuant to the time-based vesting schedule as follows. 3,000 phantom shares will vest on February 20, 2018 with an additional 3,000 phantom shares vesting on each following May 20, August 20, November 20 and

(1) February 20, through May 20, 2020. On August 20, 2020, 3,100 phantom shares will vest, with an additional 3,100 phantom shares vesting on each following November 20, February 20, May 20, and August 20 through November 20, 2022, at which time all phantom stock shall have vested. Upon vesting, the reporting person will be entitled to an equal number of shares of ARMOUR common stock within 30 days.

Upon ARMOUR Capital Management LP, ARMOUR's manager (the "Manager") voluntarily terminating its services with ARMOUR pursuant to the management agreement between ARMOUR and the Manager (the "Management Agreement"), or ARMOUR terminating the Management Agreement for cause, all unvested phantom stock shall be forfeited by the reporting person. The reporting person's unvested phantom stock will fully and automatically vest upon the reporting person's termination with the Manager due to death, disability, or ARMOUR terminating the Management Agreement without cause or for good reason. In the event the reporting person is terminated by the Manager without cause or for good reason, his unvested phantom stock will continue to vest in accordance with the schedule described in this report, subject to satisfactory continuing fulfillment of certain conditions and related tax consequences and risks specified in the reporting person's grant agreement.

(2)

In the event of a resignation or retirement, provided the sum of the reporting person's age and years of service is equal to or greater than 70, the reporting person will retain his or her unvested stock awards which will remain subject to the vesting schedule set forth in this report, subject to satisfactory continuing fulfillment of certain conditions and related tax consequences and risks specified in the reporting person's grant agreement.

(3)

(4) The reporting person also has the right to elect to have withholding taxes or a portion thereof, as the case may be, satisfied by reducing the number of shares of common stock to be issued to the reporting person by some or all of such shares. With respect to each phantom

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share, the reporting person will receive a cash payment in an amount equal to the cash dividend distributions paid in the ordinary course on a share of ARMOUR common stock. The reporting person also has the right to elect in lieu of the cash dividend payment a number of shares of common stock equal to the dividend payment payable divided by the fair market value of a share of ARMOUR common stock on the date of the dividend payment.

(5) Each unit of phantom stock is the economic equivalent of one share of ARMOUR common stock.

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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