Armour Residential REIT, Inc.
Form 4
April 03, 2012

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
STATON DANIEL C

(Last) (First) (Middle)

6800 BROKEN SOUND PARKWAY

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Armour Residential REIT, Inc. [ARR]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1) (2)	(3)	03/31/2012		A	315		(1)(2)	(1)(2)	Common Stock	315	(3)
Phantom Stock (1) (2)	(3)	06/30/2012		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	09/30/2012		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	12/31/2012		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	03/31/2013		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	06/30/2013		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	09/30/2013		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	12/31/2013		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	03/31/2014		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	06/30/2014		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	09/30/2014		A	63		(1)(2)	(1)(2)	Common Stock	63	(3)
	(3)	12/31/2014		A	63		(1)(2)	(1)(2)		63	(3)

Phantom Stock (1) (2)								Common Stock		
Phantom Stock (1) (2)	(3)	03/31/2015		A	63	(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	06/30/2015		A	63	(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	09/30/2015		A	63	(1)(2)	(1)(2)	Common Stock	63	(3)
Phantom Stock (1) (2)	(3)	12/31/2015		A	53	(1)(2)	(1)(2)	Common Stock	53	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STATON DANIEL C 6800 BROKEN SOUND PARKWAY BOCA RATON, FL 33487	X			

Signatures

/s/ Daniel C. Staton	04/03/2012
**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) The reporting person was granted an aggregate of 1,250 shares of phantom stock under ARMOUR Residential REIT, Inc.'s 2009 Stock Incentive Compensation Plan pursuant to a vesting schedule described below. 315 shares of the reporting person's phantom stock vested on March 31, 2012 with an additional 63 shares of phantom stock vesting on the last day of each fiscal quarter until September 30, 2015. On December 31, 2015, 53 shares will vest, at which time all phantom stock will be vested. The 1,250 shares of phantom stock is in addition to the 3,750 shares of phantom stock granted to the reporting person and subject to a five-year vesting schedule, which began on March 31, 2011. The 3,750 shares of phantom stock were separately reported on a Form 4 filed by the reporting person on April 4, 2011.

(2) Upon termination of the reporting person's service with ARMOUR, all phantom shares which have not vested prior to or concurrently with such termination will be forfeited by the reporting person; provided, however, that the phantom shares will vest if the termination is due to death, disability, termination without cause, or retirement after age 62. The phantom shares will automatically vest upon a change in control of ARMOUR. The reporting person will be entitled to an equal number of shares of ARMOUR common stock within 30 days of vesting. The reporting person also has the right to elect to receive the amount of cash necessary to pay any income taxes instead of some of the shares of ARMOUR common stock. With respect to each phantom 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.

(3) 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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