

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
SEC Accession No. [0001209191-13-002684](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

OBRIEN MARK J

CIK: **1231245**

Type: **4** | Act: **34** | File No.: **001-13417** | Film No.: **13520701**

Mailing Address
4211 W. BOY SCOUT BLVD.
TAMPA FL 33607

ISSUER

WALTER INVESTMENT MANAGEMENT CORP

CIK: **1040719** | IRS No.: **133950486** | State of Incorp.: **MD** | Fiscal Year End: **1231**
SIC: **6162** Mortgage bankers & loan correspondents

Mailing Address
3000 BAYPORT DRIVE
SUITE 1100
TAMPA FL 33607

Business Address
3000 BAYPORT DRIVE
SUITE 1100
TAMPA FL 33607
813-421-7600

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person OBRIEN MARK J			2. Issuer Name and Ticker or Trading Symbol WALTER INVESTMENT MANAGEMENT CORP [WAC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board and CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
C/O WALTER INVESTMENT MANAGEMENT CORP., 3000 BAYPORT DRIVE, SUITE 1100			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) TAMPA, FL 33607						
(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	(A) or (D)				Price
Common Stock	01/07/2013		S		124	D	\$47.87	445,466	D	
Common Stock	01/07/2013		S		99	D	\$47.9	445,367	D	
Common Stock	01/07/2013		S		100	D	\$47.92	445,267	D	
Common Stock	01/07/2013		S		800	D	\$47.9375	444,467	D	
Common Stock	01/07/2013		S		200	D	\$47.995	444,267	D	
Common Stock	01/07/2013		S		50	D	\$48.01	444,217	D	
Common Stock	01/07/2013		S		50	D	\$48.05	444,167	D	
Common Stock	01/07/2013		S		100	D	\$48.11	444,067	D	

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---	---	--

			Day/ Year)			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Security (Instr. 3 and 4)		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date		

Remarks:

On December 8, 2010 the Reporting Person entered into a Rule 10b5-1 Plan, which was modified on June 5, 2012, pursuant to which he instructed Merrill Lynch, Pierce, Fenner & Smith Incorporated to sell a sufficient number of shares of Walter Investment Management Corp. ("WIMC") stock to cover tax and medicare withholding obligations and related brokerage commissions and fees due at such time as the restrictions on an award of WIMC restricted stock units ("RSUs") granted to the Reporting Person on January 4, 2010 lapsed. The restrictions lapsed on January 4, 2013 and the RSUs were exchanged for shares of WIMC stock on January 7, 2013. The sales reflected in this Form 4 were in payment of the tax liability and related expenses incident to the settlement of the RSUs.

Signatures

/s/ Stuart D. Boyd as Attorney-In-Fact for Mr. O'Brien

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.